

AN ACT

To repeal sections 347.020, 347.025, 347.039, 347.041, 347.047, 347.051, 347.055, 347.079, 347.081, 347.088, 347.129, 347.131, 347.153, 347.155, 347.159, 347.161, 347.169, 347.179, 347.725, 351.046, 351.050, 351.051, 351.055, 351.060, 351.085, 351.090, 351.095, 351.106, 351.110, 351.115, 351.125, 351.180, 351.195, 351.200, 351.315, 351.355, 351.430, 351.435, 351.448, 351.657, 351.658, 355.011, 355.021, 355.146, 355.631, 356.071, 356.211, 358.440, 358.460, 358.490, 359.021, 359.031, 359.041, 359.121, 359.141, 359.172, 359.501, 359.531, 359.541, 417.210, 417.215, 417.217, and 417.220, RSMo, and to enact in lieu thereof sixty-four new sections relating to business entities, with penalty provisions.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF MISSOURI, AS FOLLOWS:

Section A. Sections 347.020, 347.025, 347.039, 347.041, 347.047, 347.051, 347.055, 347.079, 347.081, 347.088, 347.129, 347.131, 347.153, 347.155, 347.159, 347.161, 347.169, 347.179, 347.725, 351.046, 351.050, 351.051, 351.055, 351.060, 351.085, 351.090, 351.095, 351.106, 351.110, 351.115, 351.125, 351.180, 351.195, 351.200, 351.315, 351.355, 351.430, 351.435, 351.448, 351.657, 351.658, 355.011, 355.021, 355.146, 355.631, 356.071, 356.211, 358.440, 358.460, 358.490, 359.021, 359.031, 359.041, 359.121, 359.141, 359.172, 359.501, 359.531, 359.541, 417.210, 417.215, 417.217, and 417.220, RSMo, are repealed and sixty-four new sections enacted in lieu thereof, to be known as sections 347.020, 347.025, 347.039, 347.041, 347.047, 347.051, 347.055,

347.079, 347.081, 347.088, 347.129, 347.131, 347.153, 347.155, 347.160, 347.161, 347.169, 347.179, 347.725, 351.046, 351.050, 351.051, 351.055, 351.060, 351.085, 351.090, 351.095, 351.106, 351.110, 351.115, 351.125, 351.180, 351.195, 351.200, 351.315, 351.355, 351.430, 351.435, 351.448, 351.657, 351.658, 355.011, 355.021, 355.146, 355.631, 356.012, 356.071, 356.211, 358.440, 358.460, 358.490, 359.021, 359.031, 359.041, 359.121, 359.141, 359.145, 359.172, 359.501, 359.531, 359.541, 417.210, 417.217, and 417.220, to read as follows:

347.020. The name of each limited liability company as set forth in its articles of organization:

(1) Shall contain the words "limited company" or "limited liability company" or the abbreviation "LC", "LLC", "L.C." or "L.L.C." and shall be the name under which the limited liability company transacts business in this state unless the limited liability company registers another name under which it transacts business as provided under chapter 417, RSMo, or conspicuously discloses its name as set forth in its articles of organization;

(2) May not contain the word "corporation", "incorporated", "limited partnership", ["L.P."], "limited liability partnership", "limited liability limited partnership", or ["Ltd."] "limited" or any abbreviation of one of such words or any word or phrase which indicates or implies that it is organized for any purpose not stated in its articles of organization or that it is a governmental agency; and

(3) Must be distinguishable upon the records of the secretary from the name of any corporation, limited liability company, limited partnership [or other business entity], limited liability partnership, or limited liability limited partnership which is licensed, organized, reserved, or registered under the laws of this state [or licensed or registered as a foreign corporation, limited liability company or limited partnership in this state] as a domestic or foreign entity, unless:

(a) Such other holder of a reserved or registered name consents to such use in writing and files appropriate documentation to the secretary to change its name to a name that is distinguishable upon the records of the secretary from the name of the applying limited liability company; or

(b) A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to the use of such name in this state is filed with the secretary.

347.025. 1. The exclusive right to the use of a name may be reserved by:

(1) Any person intending to organize a limited liability company under sections 347.010 to 347.187 and to adopt that name;

(2) Any domestic limited liability company intending to adopt that name;

(3) Any foreign limited liability company registered in this state intending to adopt that name or intending to register

in this state and to adopt that name; or

(4) Any person intending to organize a foreign limited liability company and intending to have it registered in this state and to adopt that name.

2. The reservation shall be made by filing with the secretary [an application,] in a [form] format prescribed by the secretary, executed by the applicant, to reserve a specified name. If the secretary finds that the name is not registered with the secretary as a corporation, limited liability company, limited partnership [or other business entity name], limited liability partnership, or limited liability limited partnership, and is otherwise available for use, it shall reserve the name for the exclusive use of the applicant for a period of sixty days from and after the date the application is filed with the state. A name reservation shall not exceed a period of one hundred eighty days from the date of the first name reservation application. Upon the one hundred eighty-first day the name shall cease reserve status and may not be placed back in such status.

347.039. 1. The articles of organization shall set forth:

(1) The name of the limited liability company;

(2) The purpose or purposes for which the limited liability company is organized, which may be stated to be, or to include, the transaction of any or all lawful business for which a limited liability company may be organized under sections 347.010 to

347.187;

(3) The address, including street and number, if any, of the registered office and the name of the registered agent at such office;

(4) [If] A statement as to whether management of the limited liability company is vested in [one or more] managers[, a statement to that effect] or in members;

(5) The events[, if any, on] by which the limited liability company is to dissolve or the number of years the limited liability company is to [continue] exist, which may be any number or perpetual; and

(6) The name and physical business or residence address of each organizer.

2. The articles of organization may set forth any other provision, not inconsistent with law or sections 347.010 to 347.187, which are in the operating agreement of the limited liability company.

347.041. 1. A limited liability company's articles of organization is amended by filing with the secretary articles of amendment, which shall set forth:

(1) The name of the limited liability company;

(2) The date the articles of amendment are filed, and, if the articles of amendment provide that they are not to become effective until a specified date after their filing date, the date that they are to become effective which may not be more than

ninety days after their filing date;

(3) If the amendment is required to be filed as a result of the occurrence of any event specified in subdivision (2) of subsection 2 of this section, the nature of the event and the date such event occurred or is to occur;

(4) The amendment to the articles of organization; and

(5) A statement that the amendment is authorized under the operating agreement or is otherwise required to be filed under the provisions of sections 347.010 to 347.187.

2. A limited liability company's articles of organization shall be amended promptly, but in no event more than sixty days after the occurrence of any of the following events:

(1) To reflect ~~[that]~~ any change in management of the limited liability company ~~[is then vested in one or more managers, in the case of a limited liability company in which management had not been previously so vested;~~

(2) To reflect that management of the limited liability company is no longer vested in one or more managers, in the case of a limited liability company in which management had previously been vested in one or more managers] that was previously vested whether in managers or members;

~~[(3)]~~ (2) To reflect a change in the name of the limited liability company; or

~~[(4)]~~ (3) To reflect a change in the time set forth in the articles of organization for the limited liability company to

dissolve.

3. Except as otherwise provided in the operating agreement, a limited liability company's articles of organization may be amended from time to time in any and as many respects as may be desired so long as its articles of organization contain only such provisions as are contained in the operating agreement at the time of making such amendment.

347.047. 1. Unless otherwise provided in sections 347.010 to 347.187, articles, notices or documents permitted or required by sections 347.010 to 347.187 to be filed with the secretary shall be executed in the following manner:

(1) The initial articles of organization shall be executed by the organizer or organizers;

(2) An amended or restated articles of organization, statement of change of registered agent or registered office, notice of merger or consolidation, notice of winding up, articles of termination or other document required or permitted to be filed under sections 347.010 to 347.187 shall be executed by an authorized person or any other person duly authorized under the operating agreement; and

(3) All articles, notices and documents required by sections 347.010 to 347.187 to be filed by a limited liability company which is in the hands of a receiver, trustee, or other court-appointed fiduciary, shall be executed by such fiduciary.

2. The original, amended or restated articles of

organization, notice of winding up, notice of merger or consolidation, articles of termination or other document required or permitted to be filed under sections 347.010 to 347.187 may be executed by a person duly authorized under a power of attorney.

3. The execution of any document required by sections 347.010 to 347.187 constitutes an affirmation under [penalties of perjury] the penalties as set out in section 575.040, RSMo, that the facts stated therein are true and that such person or persons are duly authorized to execute such document or are otherwise required to file such document under sections 347.010 to 347.187.

347.051. 1. [Duplicate originals or] The original[, together with a duplicate] copy[, which may be either a signed or conformed copy,] of the articles of organization, an amendment or restatement of such articles, articles of termination, statement of change of registered agent or registered office, or any other statement, document or notice required or permitted to be filed pursuant to sections 347.010 to 347.187, or of any judicial decree requiring the filing of such document under sections 347.010 to 347.187, in a format as prescribed by the secretary of state shall be delivered to the secretary of state. A person who executes articles or other documents to be filed under sections 347.010 to 347.187 as an agent or fiduciary need not evidence his authority as a prerequisite to filing. If the secretary determines that the documents substantially conform to the filing provisions of sections 347.010 to 347.187, it shall, when all

required filing fees have been paid:

(1) Endorse on [each] the accepted signed original [and duplicate copy] the word "Filed", and the date [and time] of its acceptance for filing;

(2) [Retain the signed original in the secretary's files;
and

(3) Return the duplicate copy to the person who filed it or the person's representative.

2. If the secretary is unable to make the determination required for filing by subsection 1 of this section at the time any documents are delivered for filing, the documents are deemed to have been filed at the time of delivery if the secretary subsequently determines that the documents as delivered substantially conform to the filing provisions of sections 347.010 to 347.187.

3.] The accepted original filing and certificate shall be retained by the secretary of state as a state record and a copy of both shall be returned to the person who submitted said document or the person's representative.

2. Upon the return by the secretary of any articles, notices, documents or judicial decree of amendment marked "Filed", the person or persons executing such documents shall promptly deliver or mail a copy thereof to each member unless the operating agreement provides otherwise.

347.055. 1. [If any document filed under sections 347.010

to 347.187 contains, as of the date such document was filed, an erroneous statement, an incorrect statement, typographical error, misspelling, other technical error or defect, or was defectively executed, verified or acknowledged, the document may be corrected by filing, in accordance with this section, a statement of correction.

2. The statement of correction shall set forth:

(1) The name of the limited liability company and the jurisdiction under whose laws it is organized; and

(2) A description of the document being corrected, the date it was filed with the secretary, or a filed copy of the document being corrected, specifying the error, misspelling, statement or defect to be corrected and the reason it is incorrect or the manner in which the execution was defective, and correcting the error, misspelling, statement or the defective execution.

3. A statement of corrections shall be executed in the same manner in which the document being corrected was required to be executed.

4. The statement of corrections is effective as of the date the original document was filed, except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, the statement of corrections is effective when filed.] A domestic or foreign limited liability company may file a statement of correction in a format prescribed by the secretary of state, if the filed document contains an

incorrect statement as of the date such document was filed.

2. The statement of correction shall:

(1) State the name of the limited liability company;

(2) State the type of document being corrected;

(3) State the name of the jurisdiction under the law of organization;

(4) Describe the incorrect statement and the reason for the correction;

(5) If the correction is for a foreign liability company with regard to an incorrect name, provide a certificate of existence or document of similar import duly authenticated by the secretary of state or other official having custody of the records in the state or country under whose laws it is registered.

3. Articles of correction are effective on the effective date of the document they correct except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons' articles of correction are effective when filed.

4. The secretary of state shall collect a filing fee of five dollars upon filing the statement of correction.

5. The statement of correction shall be signed by an authorized person of the limited liability company.

347.079. 1. [Unless] The articles of organization shall provide [that] how management of the limited liability company

[shall] will be vested [in one or more managers, management of the limited liability company shall be vested in the members,] and who shall have the right and authority to manage the affairs of the limited liability company and make all decisions with respect thereto, subject to any provisions in the operating agreement or sections 347.010 to 347.187 restricting or enlarging the management rights or responsibilities of one or more persons or classes of persons.

2. If the articles of organization provide that management of the limited liability company shall be vested in one or more managers, then management of the limited liability company shall be vested in such manager or managers who shall have the right and authority to manage the affairs of the limited liability company and make decisions with respect thereto to the extent provided in the operating agreement, including any provisions therein restricting or enlarging the management rights or responsibilities of one or more persons or classes of persons. The managers of a limited liability company shall be designated in the operating agreement, or designated, appointed or elected by the members in the manner prescribed by the operating agreement, and may be removed or replaced in the manner provided in the operating agreement. Managers need not be members of the limited liability company or individuals unless otherwise required by the operating agreement. If the operating agreement does not provide a manner for designating, appointing, electing,

removing or replacing managers, then, the managers of a limited liability company shall be designated, appointed, elected, removed or replaced by the vote of a majority by number of the members and unless earlier removed or resigned, managers shall hold office until their successors have been designated, appointed or elected and qualified.

3. Except as provided in the operating agreement, the affirmative vote, approval or consent of all members shall be required to:

- (1) Amend a written operating agreement;
- (2) Issue an interest in the limited liability company to any person and admit such person as a member;
- (3) Approve a merger or consolidation with another person;
- (4) Change the status of the limited liability company from one in which management is vested in the members to one in which management is vested in one or more managers, or vice versa;
- (5) Authorize any transaction, agreement or action on behalf of the limited liability company that is unrelated to its purpose as set forth in the articles of organization, that otherwise contravenes the operating agreement or that is not within the usual course of the business of the limited liability company; or
- (6) Determine, modify, compromise or release the amount and character of the contributions which a member shall make, or shall promise to make, as the consideration for the issuance of

an interest in the limited liability company.

4. Except as provided in the operating agreement, and subject to subsection 3 of this section, the affirmative vote, approval or consent of more than one-half by number of the authorized persons shall be required to decide any matter connected with the business or affairs of the limited liability company.

347.081. 1. The member or members of a limited liability company shall adopt an operating agreement containing such provisions as such member or members may deem appropriate, subject only to the provisions of sections 347.010 to 347.187 and other law. The operating agreement may contain any provision, not inconsistent with law, relating to the conduct of the business and affairs of the limited liability company, its rights and powers, and the rights, powers and duties of its members, managers, agents or employees, including:

(1) Whether the management of the limited liability company shall be vested in one or more members, managers or other persons, and, if so, the powers and authority to be exercised by such persons;

(2) Providing for classes or groups of members having various rights, powers and duties, and providing for the future creation of additional classes or groups of members having relative rights, powers and duties superior or equal to existing classes and groups of members;

(3) The exercise or division of management or voting rights among different classes or groups of members, managers or other persons on a per capita or other basis;

(4) With respect to any matter requiring a vote, approval or consent of members or managers, provisions relating to notice of the time, place or purpose of any meeting at which any matter is to be voted on, waiver of notice, action by consent without a meeting, quorum requirements, authorizations by proxy, or any other matter with respect to the exercise of any voting or approval rights;

(5) Authorizing all or certain persons to execute articles, notices or documents permitted or required by sections 347.010 to 347.187;

(6) Restrictions on the transfer of members' interests in the limited liability company, and options or rights to acquire or sell members' interests in the limited liability company;

(7) The manner in which income, gain, deduction, loss, credit and items thereof are to be allocated to the members; and

(8) Provisions relating to any tax elections to be made by the limited liability company and the authorization of persons to make such elections.

2. It is the policy of sections 347.010 to 347.187 to give the maximum effect to the principle of freedom of contract and to the enforceability of operating agreements.

3. The operating agreement shall be enforceable at law or

in equity by any member to the extent provided in applicable law.

[3.] 4. This section shall not affect any otherwise valid agreement among members of a limited liability company.

347.088. 1. Except as otherwise provided in the operating agreement an authorized person shall discharge his or her duty under sections 347.010 to 347.187 and the operating agreement in good faith, with the care a corporate officer of like position would exercise under similar circumstances, in the manner [he reasonably believes] a reasonable person would believe to be in the best interest of the limited liability company, and shall not be liable for any such action so taken or any failure to take such action, if he or she performs such duties in compliance with this subsection.

2. To the extent that, at law or equity, a member or manager or other person has duties, including fiduciary duties, and liabilities relating to those duties to the limited liability company or to another member, manager, or other person that is party to or otherwise bound by an operating agreement:

(1) Any such member, manager, or other person acting under the operating agreement shall not be liable to the limited liability company or to any such other member, manager, or other person for the member's, manager's, or other person's good faith reliance on the provisions of the operating agreement; and

(2) The member's, manager's or other person's duties and liabilities may be expanded or restricted by provision in the

operating agreement.

3. Except as otherwise provided in the operating agreement, every member or manager, if any, shall account to the limited liability company and hold as trustee for it any profit or benefit derived by such person without the informed consent of more than one-half by number of disinterested managers or members from any transaction connected with the conduct of the business and affairs or the winding up of the limited liability company, or from any personal use by such person of the property of the limited liability company, including confidential or proprietary information of the limited liability company or other matters entrusted to him as a result of his status as manager or member.

[3.] 4. Except as provided in subsection 2 of this section or the operating agreement, one who is a member of a limited liability company in which management is vested in one or more managers and who is not a manager shall have no duties to the limited liability company or to the other members solely by reason of acting in his capacity as a member.

347.129. 1. The surviving limited liability company in the merger or the new limited liability company in the consolidation shall file a notice of the merger or consolidation with the secretary which shall set forth:

- (1) The name of each party to the merger or consolidation;
- (2) The effective date of the merger or consolidation which may not exceed ninety days after the filing of the notice of

merger or consolidation;

(3) The name of the surviving limited liability company in the merger or the new limited liability company in the consolidation and the state of its formation;

(4) A statement that the merger or consolidation was authorized and approved by the members of each party to the merger or consolidation in accordance with the laws of the jurisdiction where it was organized;

(5) If applicable, the address of the registered office and the name of the registered agent at such office for the surviving or new limited liability company;

(6) In the case of a merger in which a domestic limited liability company is the surviving limited liability company, such amendments to the articles of organization of the surviving limited liability company as are desired to be effected by the merger, or, if no such amendments or changes are desired, a statement that the articles of organization of the surviving limited liability company shall not be amended as a result of the merger;

(7) In the case of a consolidation in which a domestic limited liability company is the continuing limited liability company, the articles of organization of the new domestic limited liability company shall be set forth in an attachment to the notice of consolidation;

(8) A statement that the executed agreement of merger or

consolidation is on file at the principal place of business of the surviving or new limited liability company, stating the address of the principal place of business; and

(9) A statement that a copy of the agreement of merger or consolidation will be furnished by the surviving or new entity, on request and without cost, to any member of any entity that is a party to the merger or consolidation.

2. The notice of the merger or consolidation shall be executed by at least one authorized person of the domestic limited liability company and one authorized agent, or its equivalent, for the other party to the merger or consolidation who is duly authorized to execute such notice.

3. In the event the merger or consolidation is not consummated for any reason, the domestic limited liability company shall promptly file a notice of the abandonment of the merger or consolidation with the secretary which shall set forth:

(1) The name of each party to the merger or consolidation;
(2) The date the notice of merger or consolidation was filed with the secretary; and

(3) A statement that the merger or consolidation was not consummated and has been abandoned.

4. If the surviving or new limited liability company is a foreign limited liability company, the effective date of such merger or consolidation shall be the date on which the same becomes effective in the state of domicile of such surviving or

new limited liability company; provided a document from the state of domicile of the surviving limited liability company in the case of merger or the case of consolidation certifying that the merger or consolidation has become effective in such state shall be a requirement for the merger or consolidation becoming effective in this state.

347.131. A merger or consolidation with a domestic survivor or new domestic limited liability company is effective as of the later of:

(1) The [time] date the secretary files the notice of merger or consolidation for record; or

(2) The [time] date set forth in the notice of merger or consolidation, not to exceed ninety days after the notice of merger or consolidation is accepted for filing.

347.153. Before transacting business in this state, a foreign limited liability company shall register [with] in a format prescribed by the secretary unless otherwise exempt under subdivision (5) of subsection 5 of section 347.163. In order to register, a foreign limited liability company shall pay the required filing fee and shall submit to the secretary[, in duplicate,] an application for registration as a foreign limited liability company signed [and acknowledged] on its behalf by a manager, member or other authorized agent and setting forth:

(1) The name of the foreign limited liability company and, if different, the name under which it proposes to register and

transact business in this state;

(2) The jurisdiction in which it was formed and date of its formation;

(3) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state;

(4) The name and physical address of its registered agent and registered office in this state, which office and agent shall be subject to the same rights and limitations as provided in sections 347.030 and 347.033;

(5) A statement that the secretary is appointed the agent of the foreign limited liability company for service of process if the limited liability company fails to maintain a registered agent in this state or if the agent cannot be found or served with the exercise of reasonable diligence; [and]

(6) The address of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction or, if not so required, of the principal office of the foreign limited liability company;

(7) A certificate of existence or a document of similar import duly authenticated by the secretary of state or other official having custody of the records in the state or country under whose laws it is registered; and

(8) A current certificate of good standing/existence from the secretary of state's office in the state of domicile, such

document should be dated within sixty calendar days from filing.

347.155. If the secretary finds that an application for registration conforms to law and all requisite fees have been paid[, such person shall]:

(1) The secretary shall endorse on the [signed original and duplicate copy of the] accepted application the word "Filed", and the month, day and year of the filing thereof; and

(2) [File in his office an original of the application;

(3) Issue a certificate of registration to transact business in this state; and

(4) Return the certificate of registration, together with a duplicate original of the application, to the person who filed the application or his representative] The accepted filing shall be retained in the secretary of state's records and a copy of the accepted filing and certificate of registration shall be returned to the person who submitted the document or that person's representative.

347.160. 1. A foreign limited liability company authorized to transact business in the state shall obtain an amended certificate of registration from the secretary of state if it changes:

(1) The name of the limited liability company;

(2) The state or country of its registration.

2. The amendment shall include a certificate of existence or document of similar import duly authenticated by the secretary

of state or other official having custody of the records in the state or country under whose laws it is registered, such document should be dated within sixty calendar days from filing for acceptance.

3. The fee for filing an amended certificate of registration shall be twenty dollars.

347.161. A foreign limited liability company may cancel its registration by filing with the secretary articles of cancellation signed [and acknowledged] on its behalf by a manager, member or other authorized agent. A cancellation does not terminate the authority of the secretary to accept service of process on the foreign limited liability company with respect to causes of action arising out of the transactions of business in this state.

347.169. Execution of an application or a certificate by a foreign limited liability company constitutes an affirmation by the person who signed it under [the penalties of perjury] the penalties set out in section 575.040, RSMo, that the facts stated therein are true and that the person so signing has the authority to execute such application or certificate.

347.179. The secretary shall charge and collect:

(1) For filing the original articles of organization, a fee of one hundred dollars;

(2) Applications for registration of foreign limited liability companies and issuance of a certificate of registration

to transact business in this state, a fee of one hundred dollars;

(3) Amendments to and restatements of articles of limited liability companies to application for registration of a foreign limited liability company or any other filing otherwise provided for, a fee of twenty dollars;

(4) Articles of termination of limited liability companies or cancellation of registration of foreign limited liability companies, a fee of twenty dollars;

(5) For filing notice of merger or consolidation, a fee of twenty dollars;

(6) For filing a notice of winding up, a fee of twenty dollars;

(7) For issuing a certificate of good standing, a fee of five dollars;

(8) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;

(9) For furnishing a copy of any document or instrument, a fee of fifty cents per page;

(10) For accepting an application for reservation of a name, or for filing a notice of the transfer or cancellation of any name reservation, a fee of twenty dollars;

(11) For filing a statement of change of address of registered office or registered agent, or both, a fee of five dollars; [and]

(12) For any service of notice, demand, or process upon the

secretary as resident agent of a limited liability company, a fee of twenty dollars, which amount may be recovered as taxable costs by the party instituting such suit, action, or proceeding causing such service to be made if such party prevails therein;

(13) For filing an amended certificate of registration a fee of twenty dollars; and

(14) For filing a statement of correction a fee of five dollars.

347.725. 1. After an agreement of merger or consolidation is authorized, approved, and certified in accordance with section 347.720, the surviving or new entity shall file the agreement of merger or consolidation with the secretary of state or, in lieu thereof, articles of merger or consolidation, duly executed, by each constituent entity setting forth:

(1) The name, state or country of organization and nature or type of each of the constituent entities;

(2) That an agreement of merger or consolidation has been authorized and approved by each of the constituent entities in accordance with section 347.720;

(3) The effective date of the merger or consolidation which may not exceed ninety days after the date of filing of the agreement of merger or consolidation or the articles of merger or consolidation;

(4) The name of the surviving or new entity;

(5) If applicable, the address of the registered office and

the name of the registered agent at such office for the surviving or new entity;

(6) In the case of a merger, such amendments or changes to the organizational documents of the surviving entity, as are desired to be effected by the merger, or, if no such amendments or changes are desired, a statement that the organizational documents of the surviving entity shall be its organizational documents;

(7) In the case of a consolidation, that the organizational documents of the new entity shall be as set forth in an attachment to such agreement or articles of merger or consolidation;

(8) That the executed agreement of merger or consolidation is on file at the principal place of business of the surviving or new entity, stating the address thereof; and

(9) That a copy of the agreement of merger or consolidation will be furnished by the surviving or new entity, on request and without cost, to any partner, shareholder, member, or their equivalent of any entity that is a party to the merger or consolidation.

2. [Two duplicate originals] An original of the agreement of merger or consolidation or articles of merger or consolidation [and one duplicate original] for each domestic constituent entity to the merger or consolidation shall be delivered to the secretary of state for filing. A person who executes an

agreement or articles of merger or consolidation as an agent or fiduciary need not exhibit evidence of authority as a prerequisite to filing. Unless the secretary of state finds that the agreement or articles of merger or consolidation do not conform to law, upon receipt of all filing fees required by law, the secretary of state shall:

(1) Endorse on [each copy] the document the word "Filed" and the day, month and year of the filing thereof;

(2) File the [original] document in the secretary of state's office;

(3) Issue a certificate of merger or consolidation, which shall set forth the names of all constituent entities, the name of the state or country under the laws of which each was formed, whether a merger or consolidation is involved, the name of the surviving or new entity, the name of the state or country under the laws of which the new entity is formed, the date of filing of the agreement of merger or consolidation or articles of merger or consolidation with him, and the effective date of the merger or consolidation;

(4) Return a copy of the certificate of merger or consolidation to the person who filed the agreement or articles of merger or consolidation or his representative; and

(5) File a copy of the certificate of merger or consolidation in the records of the secretary of state for each domestic constituent entity.

3. A merger or consolidation shall be effective when the requirements for effectiveness of the laws under which any constituent entity was formed have been met and the certificate of merger or consolidation has been filed by the secretary of state, unless a later date is specified in the agreement of merger or consolidation or articles of merger or consolidation, in which case, the effective date of the merger or consolidation will be the date so specified which shall, in no event, exceed ninety days after the date the agreement of merger or consolidation or articles of merger or consolidation is delivered to the secretary of state for filing.

351.046. 1. A document shall satisfy the requirements of this section, and of any other section that adds to or varies from these requirements, to be entitled to filing by the secretary of state.

2. This chapter shall require or permit filing the document in the office of the secretary of state.

3. The document shall contain the information required by this chapter. It may contain other information as well.

4. The document shall be typewritten or printed.

5. The document shall be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

6. The document shall be executed:

(1) By the chairman of the board of directors of a domestic or foreign corporation, by its president, or by another of its officers;

(2) If directors have not been selected or the corporation has not been formed, by the incorporator(s); or

(3) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

7. The person executing the document shall sign it and state beneath or opposite his signature his name and the capacity in which he signs. The document may contain the corporate seal, an attestation by the secretary or an assistant secretary, an acknowledgment, verification or proof.

8. If the secretary of state has prescribed a mandatory form for the document under the provisions of section 351.047, the document shall be in or on the prescribed form.

9. The document shall be delivered to the office of the secretary of state for filing [and must be accompanied by one exact or conformed copy] except as provided in sections 351.376 and 351.592, the correct filing fee,[and any franchise tax, license fee,] or penalty required by this chapter or other law.

10. In accordance with rules established by the secretary of state, any signature on any document authorized to be filed by or with the secretary of state pursuant to this chapter may be a facsimile, a conformed signature or an electronically transmitted

signature.

11. A statement or document filed under this chapter represents that the person signing the document or statement believes the statements are true and correct to the best of such person's knowledge and belief, subject to the penalties provided under section 575.040, RSMo.

351.050. One or more natural persons of the age of eighteen years, or more, may act as an incorporator of such corporation by signing[, verifying] and delivering [in duplicate] in the office of the secretary of state the articles of incorporation of such corporation. Nothing contained in this chapter shall be construed as an indication of any legislative intention that the existence of a corporation, hereafter or heretofore formed, is in any respect impaired by the direct or indirect ownership of all of the shares of such corporation by one owner or by two owners or that by such ownership the corporation becomes dormant, inactive or incapable of acting as a corporation or ceases to possess any of the capacities, powers or authority which it otherwise would possess. The direct or indirect acquisition, heretofore or hereafter, of all of the shares of a corporation by one owner or by two owners and the having of only one shareholder or two shareholders at any time are declared to violate no policy or provision of the laws of this state.

351.051. [Any verification required under this chapter shall be in form substantially as follows:

(for original articles of incorporation)

State of)

) ss

County of)

I,, a notary public, do hereby certify that on the
..... day of 19..., personally appeared before me,
(and), who being by me first duly sworn, (severally)
declared that he is (they are) the person(s) who signed the
foregoing document as incorporator(s), and that the statements
therein contained are true.

.....

Notary Public

(NOTARIAL SEAL)

(for all other documents)

State of)

)ss

County of)

I,, a notary public, do hereby certify that on this
..... day of, 19..., personally appeared before me
....., who, being by me first duly sworn, declared that he is
the of, that he signed the foregoing document as
..... of the corporation, and that the statements therein
contained are true.

.....

Notary Public]

1. If a document delivered to the office of the secretary of state satisfies the requirements of this chapter and is in a medium and format prescribed by the secretary of state the document shall be filed.

2. The secretary of state files the document by stamping or otherwise endorsing "filed" together with the secretary of state's name and official title and the date of receipt on the original when accompanied by the appropriate filing fee. After filing a document except as provided in sections 351.376 and 351.592, the secretary of state shall deliver a copy to the domestic or foreign corporation or its representative.

3. Upon refusing to file a document, the secretary of state shall return the rejected document to the domestic or foreign corporation or its representative with a brief written explanation of the reason or reasons for the refusal.

4. The secretary of state's duty to file documents under this section is ministerial. Filing or refusal to file a document does not:

(1) Affect the validity or invalidity of the document in whole or in part;

(2) Relate to the correctness or incorrectness of information contained in the document; or

(3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

351.055. 1. The articles of incorporation shall set forth:

(1) The name of the corporation;

(2) The address, including street and number, if any, of its initial registered office in this state, and the name of its initial registered agent at such address;

(3) If the aggregate number of shares which the corporation shall have the authority to issue[, and] exceeds thirty thousand shares or the par value exceeds thirty thousand dollars the corporation shall indicate the number of shares of each class, if any, that are to have a par value and the par value of each share of each such class, and the number of shares of each class, if any, that are to be without par value and also a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights including convertible rights, if any, in respect of the shares of each class;

(4) [The extent, if any, to which the preemptive right of a shareholder to acquire additional shares is limited or denied;

(5)] The name and [place of residence] physical business or residence address of each incorporator;

[(6) Either (a) the number of directors to constitute the first board of directors and a statement to the effect that thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation, and that any changes shall be reported to the secretary of state within thirty

calendar days of such change, or (b) the number of directors to constitute the board of directors, except that the number of directors to constitute the board of directors must be stated in the articles of incorporation if the corporation is to have less than three directors.

The persons to constitute the first board of directors may, but need not, be named;

(7)] (5) The number of years the corporation is to continue, which may be any number or perpetual;

[(8)] (6) The purposes for which the corporation is formed[;]_.

2. The articles of incorporation may set forth:

(1) The number of directors to constitute the board of directors;

(2) The extent if any to which the preemptive right of a shareholder to acquire additional shares is limited or denied;

[(9)] (3) If the incorporators, the directors pursuant to subsection 1 of section 351.090 or the shareholders pursuant to subsection 2 of section 351.090 choose to do so, a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to

the corporation or its shareholders, (b) for acts or omissions not in subjective good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to section 351.345 or (d) for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective. On motion to dismiss, a person challenging the applicability of such a provision shall plead facts challenging such applicability with particularity, and there shall be no discovery until such motion to dismiss has been determined. All references in this subdivision to a director shall also be deemed to refer (e) to a member of the governing body of a corporation which is not authorized to issue capital stock and (f) to such other person or persons, if any, who, pursuant to a provision of the articles of incorporation in accordance with this chapter, exercise or perform any of the powers or duties otherwise conferred or imposed upon the board of directors by this chapter;

[(10)] (4) Any other provisions, not inconsistent with law, which the incorporators, the directors pursuant to subsection 1 of section 351.090 or the shareholders pursuant to subsection 2 of section 351.090 may choose to insert.

351.060. 1. [Duplicate originals or] An original [and a] copy of the articles of incorporation signed [and verified] by the incorporators as required in section 351.050 shall be

delivered to the office of the secretary of state. If the secretary of state finds that the articles of incorporation conform to [law] this chapter, he or she shall, when the required organizational taxes or fees have been paid, file the same, and an original shall be retained by the secretary of state as a permanent record.

2. The secretary of state shall then issue a certificate of incorporation under the seal of the state that the corporation has been duly organized. The secretary of state shall attach the certificate to the copy of the articles of incorporation filed with him and shall deliver them to the corporation or its representative.

351.085. [1. A corporation may amend its articles of incorporation, from time to time, in any and as many respects as may be desired; provided, that its articles of incorporation as amended contain only such provisions as might be lawfully contained in original articles of incorporation if made at the time of making such amendment, and if a change in shares or an exchange or reclassification of shares is to be made, such provisions as may be necessary to effect such change, exchange or reclassification as may be desired and as is permitted by this chapter.

2. In particular, and without limitation upon such general power of amendment, a corporation may amend its articles of incorporation from time to time so as:

(1) To change its corporate name;

(2) To change its period of duration;

(3) To change, enlarge or diminish its corporate purposes;

(4) To fix, increase or decrease the number of its directors or to provide that the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation, in which case the corporation's articles of incorporation, as amended, must comply with subdivision (6) of section 351.055, except that they need not set forth the number of directors which constituted the first board of directors; provided, however, that the corporation shall give written notice to the secretary of state of the number of directors of the corporation as fixed by any method, such notice to be given within thirty calendar days of the date when the number of directors is fixed, and similar notice to be given whenever the number of directors is changed;

(5) To increase or decrease the aggregate number of shares or shares of any class which the corporation has authority to issue;

(6) To increase or decrease the par value of the authorized shares of any class having a par value, whether issued or unissued; provided, that if the par value of issued shares is increased, there shall be transferred to stated capital at the time of such increase an amount of surplus equal to the aggregate amount by which the par value is increased;

(7) To exchange, classify, reclassify or cancel all or any part of its shares, whether issued or unissued;

(8) To change the designation of all or any part of its shares, whether issued or unissued, and to change the preferences, qualifications, limitations, restrictions and special or relative rights, including convertible rights, in respect of all or any part of its shares, whether issued or unissued;

(9) To change shares having a par value, whether issued or unissued, into the same or a different number of shares without par value, and to change shares without par value, whether issued or unissued, into the same or a different number of shares having a par value;

(10) To create a new class or classes of stock and to define the preferences, qualifications, limitations, restrictions, and the special or relative rights of the shares of such new class or classes;

(11) To establish, limit or deny to shareholders of any class the preemptive right to acquire additional shares of the corporation, whether then or thereafter authorized.] A corporation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles of incorporation or to delete a provision not required in the articles of incorporation, provided that the name of an incorporator shall not be changed. Whether a provision is

required or permitted in the articles of incorporation is determined as of the effective date of the amendment.

351.090. 1. At any time or times before the corporation has received any payment for any of its shares, the board of directors may adopt amendments to the articles of incorporation by executing [and verifying] a certificate of amendment as provided in subsection 1 of section 351.095.

2. After the corporation has received any payment for any of its shares, amendments to the articles of incorporation may be made only in the following manner:

(1) The board of directors may adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of shareholders, which may be either an annual or a special meeting, except that the proposed amendment need not be adopted by the board of directors and may be directly submitted to any annual or special meeting of shareholders.

(2) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each shareholder of record entitled to vote thereon within the time and in the manner provided in section 351.230 for the giving of notice of meetings of shareholders. If the meeting is an annual meeting, the proposed amendment or summary shall, nevertheless, be included in the notice of the annual meeting.

(3) At the meeting a vote of the shareholders entitled to vote thereon shall be taken on the proposed amendment. Subject

to subsections 3 and 6 of this section, the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the outstanding shares entitled to vote thereon, unless any class of shares is entitled to vote thereon as a class, in which event the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the outstanding shares of each class of shares entitled to vote thereon as a class and of the total shares entitled to vote thereon.

3. If the articles of incorporation or bylaws provide for cumulative voting in the election of directors, the number of directors shall not be decreased to less than three by amendment to the articles of incorporation when the number of shares voting against the proposal for decrease would be sufficient to elect a director if the shares were voted cumulatively at an election of three directors. If the articles of incorporation or bylaws do not provide for cumulative voting in the election of directors, then the number of directors shall only be decreased to less than three by amendment to the articles of incorporation approved by the affirmative vote of a majority of the outstanding shares entitled to vote on the amendment.

4. If any amendment made under section 351.085 effects a reduction of stated capital, then the corporation making the amendment shall comply with the applicable provisions of sections 351.195 and 351.200, as well as the provisions of this section.

5. Any number of amendments may be submitted to the shareholders and voted on by them at one meeting.

6. A proposed amendment which provides that section 351.407 does not apply to control share acquisitions of shares of a corporation shall be adopted upon receiving the affirmative vote of two-thirds of all outstanding shares entitled to vote thereon, unless any class of shares is entitled to vote thereon as a class, in which event the proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds of the outstanding shares of each class of shares entitled to vote thereon as a class and of the total shares entitled to vote thereon. This subsection shall not affect or limit the right, power or authority of any issuing public corporation to adopt any other amendment or to take any other action in addition to an amendment providing for the nonapplicability of section 351.407 to control share acquisitions of the issuing public corporation pursuant to this section.

7. When a corporation has ten or fewer shareholders, cumulative voting may be abolished only by an affirmative vote of the holders of at least two-thirds of the outstanding shares.

351.095. 1. To adopt an amendment of the articles of incorporation as provided in subsection 1 of section 351.090, a majority of the board of directors shall execute a certificate of amendment [verified by one of them, and duplicate originals or the original and a copy of such certificate] that shall be

delivered to the secretary of state. The certificate of amendment shall state:

(1) The name of the corporation and, if it has been changed, the name under which it was originally organized;

(2) The date of the adoption of the amendment by the directors;

(3) The amendment adopted;

(4) That on the date of adoption of the amendment by the directors the corporation had not received any payment for any of its shares.

2. After the adoption of an amendment of the articles of incorporation by the requisite vote of shareholders, a certificate of amendment shall be executed [in duplicate] by an officer of the corporation [by its president or a vice president and by its secretary or an assistant secretary, verified by one of the officers signing the certificate with corporate seal affixed, and duplicate originals or] the original [and a] copy of the certificate shall be delivered to the secretary of state. The certificate of amendment shall state:

(1) The name of the corporation and, if it has been changed, the name under which it was originally organized;

(2) The date of adoption of the amendment by the shareholders;

(3) The amendment adopted;

(4) The number of shares outstanding, the number of shares

entitled to vote on the amendment and, if the shares of any class are entitled to vote thereon as a class, the number of outstanding shares of each class entitled to vote thereon;

(5) The number of shares voted for and against the amendment, respectively, and, if the shares of any class are entitled to vote thereon as a class, the number of shares of each class voted for and against the amendment, respectively;

(6) If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, then a statement of the manner in which it shall be effected;

(7) If the effective date of the amendment is to be a date other than the date of filing of the certificate of amendment with the secretary of state, then the effective date, which shall be no more than ninety days following the filing date, shall be specified.

351.106. A domestic corporation may at any time restate its articles of incorporation as theretofore amended, in the following manner:

(1) The board of directors of the corporation may at any time adopt a resolution setting forth restated articles of incorporation correctly setting forth without change the corresponding provisions of the articles of incorporation as theretofore amended and, upon the approval of a majority of the

directors, adopting the same on behalf of the corporation;

(2) Proposed restated articles of incorporation need not be adopted by the directors and may be submitted directly to any annual or special meeting of the shareholders. Written or printed notice stating that the purpose, or one of the purposes, of the meeting is to consider the restatement of the articles of incorporation shall be given to each shareholder of record entitled to vote at the meeting within the time and in the manner and upon the conditions provided in this chapter for the giving of notice of meetings of shareholders. The proposed restated articles of incorporation need not be included in the notice of the meeting;

(3) If the restatement of the articles is proposed to be adopted by the shareholders, such restated articles shall be adopted upon receiving the affirmative vote of a majority of the outstanding shares entitled to vote, but dissenting shareholders shall not have the rights provided for in this chapter;

(4) Upon such approval, restated articles of incorporation shall be executed by an officer of the corporation [by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing the articles], and shall contain a statement that the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as theretofore amended, and that the restated articles of

incorporation supersede the original articles of incorporation and all amendments thereto;

(5) [Duplicate originals or] The original [and a] copy of the restated articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the restated articles of incorporation conform to [law] this chapter he or she shall, when the required taxes or fees have been paid, file the same, and the original shall be retained by the secretary of state as a permanent record;

(6) The secretary of state shall then issue a restated certificate of incorporation under the seal of the state that the articles of incorporation of the corporation as amended have been duly restated; the certificate shall set forth the name of the corporation[, the amount of its authorized shares, the period of its existence and the address of its then registered office]. The secretary of state shall attach the certificate to the other copy of the restated articles of incorporation so filed with him and shall deliver them to the corporation or its representative;

(7) Upon the issuance of the restated certificate of incorporation by the secretary of state, the restated articles of incorporation shall become effective and shall supersede the original articles of incorporation and all amendments.

351.110. The corporate name:

(1) Shall contain the word "corporation", "company", "incorporated", or "limited", or shall end with an abbreviation

of one of said words;

(2) Shall not contain any word or phrase which indicates or implies that it is any governmental agency or organized for any purpose other than a purpose for which corporations may be organized under this chapter;

(3) Shall be distinguishable from the name of any domestic corporation existing under any law of this state or any foreign corporation authorized to transact business in this state, or any limited partnership, limited liability partnership, limited liability limited partnership, or limited liability company existing or transacting business in this state under chapter 347, RSMo, [and] chapter 358, RSMo, or chapter 359, RSMo, or a name the exclusive right to which is, at the time, reserved in the manner provided in this chapter, chapter 347, RSMo, chapter 358, RSMo, or chapter 359, RSMo, or any other business entity organized, reserved, or registered under the law of this state. If the name is the same, a word shall be added to make such name distinguishable from the name of such other corporation, limited liability company, limited liability partnership, or limited liability limited partnership, or limited partnership.

351.115. 1. The exclusive right to the use of a corporate name may be reserved by:

(1) Any person intending to organize a corporation under this chapter;

(2) Any domestic corporation intending to change its name;

(3) Any foreign corporation intending to make application for a certificate of authority to transact business in this state;

(4) Any foreign corporation authorized to transact business in this state and intending to change its name;

(5) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this state.

2. Such reservation shall be made by filing in the office of the secretary of state an application to reserve a specified corporate name, executed by the applicant. If the secretary of state finds that such name is available for corporate use, he shall reserve the same for the exclusive use of such applicant for a period of sixty days. A name reservation shall not exceed a period of one hundred eighty days from the date of the first name reservation application. Upon the one hundred eighty-first day the name shall cease reserve status and shall not be placed back in such status.

3. The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person by filing in the office of the secretary of state a notice of such transfer, executed by the person for whom such name was reserved, and specifying the name and address of the transferee.

351.125. Every corporation required to register under the provisions of this chapter shall pay to the state a fee of forty

dollars for its annual registration if the report is filed in a written format. The fee is fifteen dollars for each annual registration report filed via an electronic format prescribed by the secretary of state. If a corporation fails to file a corporation registration report when due, it shall be assessed, in addition to its regular registration fee, a late fee of fifteen dollars for each thirty-day period within which the registration report is filed whether in writing or in an electronic format. If the registration report is not filed within ninety days, the corporation shall forfeit its charter.

351.180. 1. Every corporation may issue one or more classes of stock or one or more series of stock within any class thereof, any or all of which classes may be of stock with par value or stock without par value and which classes or series may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the articles of incorporation or any amendment thereto, or in the resolution or resolutions providing for the issue of such stock adopted by the board of directors pursuant to authority expressly vested in it by the provisions of its articles of incorporation. Any of the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of any such class or series of stock may be made dependent upon facts ascertainable

outside the articles of incorporation or of any amendment thereto, or outside the resolution or resolutions providing for the issue of such stock adopted by the board of directors pursuant to authority expressly vested in it by its articles of incorporation, provided that the manner in which such facts shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such class or series of stock is clearly and expressly set forth in the articles of incorporation or in the resolution or resolutions providing for the issue of such stock adopted by the board of directors. The power to increase or decrease or otherwise adjust the capital stock as provided in this chapter shall apply to all or any such classes of stock.

2. (1) Subject to the provisions of section 351.200, the stock of any class or series may be made subject to redemption by the corporation at its option or at the option of the holders of such stock or upon the happening of a specified event; provided, that at the time of such redemption the corporation shall have outstanding shares of at least one class or series of stock with full voting powers which shall not be subject to redemption. Notwithstanding the limitation stated in the foregoing provision:

(a) Any stock of a regulated investment company registered under the Investment Company Act of 1940, as amended, may be made subject to redemption by the corporation at its option or at the option of the holders of such stock;

(b) Any stock of a corporation which holds, directly or indirectly, a license, franchise, or contract from a governmental agency to conduct its business or is a member of a national securities exchange, which license, franchise, contract, or membership is conditioned upon some or all of the holders of its stock possessing the prescribed qualifications, may be made subject to redemption by the corporation to the extent necessary to prevent the loss of such license, franchise or membership or to reinstate it;

(2) Any stock which may be redeemable under this section may be redeemed for cash, property or rights, including securities of the same or another corporation, at such time or times, price or prices, or rate or rates, and with such adjustments, as shall be stated in the articles of incorporation or in the resolution or resolutions providing for the issue of such stock adopted by the board of directors as hereinabove provided.

3. The holders of preferred or special stock of any class or of any series thereof shall be entitled to receive dividends at such rates, on such conditions and at such times as shall be stated in the articles of incorporation or in the resolution or resolutions providing for the issue of such stock adopted by the board of directors as hereinabove provided, payable in preference to, or in such relation to, the dividends payable on any other class or classes or of any other series of stock, and cumulative

or noncumulative as shall be so stated and expressed. When dividends upon the preferred and special stocks, if any, to the extent of the preference to which such stocks are entitled, have been paid or declared and set apart for payment, a dividend on the remaining class or classes or series of stock may then be paid out of the remaining assets of the corporation available for dividends as is provided elsewhere in this chapter.

4. The holders of the preferred or special stock of any class or of any series thereof are entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the corporation as is stated in the articles of incorporation or in the resolution or resolutions providing for the issue of such stock adopted by the board of directors as hereinabove provided.

5. Any stock of any class or of any series thereof may be made convertible into, or exchangeable for, at the option of either the holder or the corporation or upon the happening of a specified event, shares of any other class or classes or any other series of the same or any other class or classes of stock of the corporation, at such price or prices or at such rate or rates of exchange and with such adjustments as is stated in the articles of incorporation or in the resolution or resolutions providing for the issue of such stock adopted by the board of directors as hereinabove provided.

6. If any corporation is authorized to issue more than one class of stock or more than one series of any class, the powers,

designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation issues to represent such class or series of stock; but, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation issues to represent such class or series of stock, a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

7. When any corporation desires to issue any shares of stock of any class or of any series of any class of which the powers, designations, preferences and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, if any, have not been set forth in the articles of incorporation or in any amendment thereto, but are provided for in a resolution or resolutions adopted by the board of directors pursuant to authority expressly vested in it by the provisions of the articles of incorporation or any amendment thereto, a certificate of designations setting

forth a copy of such resolution or resolutions and the number of shares of stock of such class or series as to which the resolution or resolutions apply shall be executed by the president or any vice president[, acknowledged] and filed by the corporation with the secretary of state. Unless otherwise provided in any such resolution or resolutions, the number of shares of stock of any such class or series to which such resolution or resolutions apply may be increased, but not above the number of shares of the class authorized by the articles of incorporation with respect to which the powers, designations, preferences and rights have not been set forth, or decreased, but not below the number of shares thereof then outstanding, by a certificate likewise executed[, acknowledged] and filed setting forth a statement that a specified increase or decrease therein had been authorized and directed by a resolution or resolutions likewise adopted by the board of directors. In case the number of such shares shall be decreased, the number of shares so specified in the certificate shall resume there status which they had prior to the adoption of the resolution or resolutions creating such shares. When no shares of any such class or series are outstanding, either because none were issued or because no issued shares of any such class or series remain outstanding, a certificate setting forth a resolution or resolutions adopted by the board of directors that none of the authorized shares of such class or series are outstanding, and that none will be issued

subject to the certificate of designations previously filed with respect to such class or series, may be executed by the president or any vice president[, acknowledged] and filed by the corporation with the secretary of state and, when such certificate becomes effective, it shall have the effect of eliminating from the articles of incorporation all reference to such class or series of stock. When shares of stock of any class or of any series of any class of which the powers, designations, preferences, and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, if any, have not been set forth in the articles of incorporation or in any amendment thereto, but are provided in a resolution or resolutions adopted by the board of directors pursuant to authority expressly vested in it by the provisions of the articles of incorporation or any amendment thereto, the board of directors may, by resolution or resolutions adopted by the board of directors, amend the powers, designations, preferences and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, if any, of any such class or series by filing an amended certificate of designations setting forth a copy of such resolution or resolutions, which shall include the terms and conditions of such amendment, executed by the president or any vice president[, acknowledged] and filed by the corporation with the secretary of state. Provided, however, that

if any shares of any such class or series shall be issued and outstanding at the time of such filing, such amendment, if it adversely affects the holders thereof, shall not become effective unless as to any such class or series, a majority of the holders thereof, or such greater vote as the articles of incorporation or any amendment thereto require, adopts such amendment, and the certificate of designations shall state that such approval has been obtained. When any certificate is filed under this subsection, it shall have the effect of amending the articles of incorporation and shall become effective as provided in subsection 1 of section 351.105.

351.195. 1. The reduction of the stated capital of a corporation, whether by retirement of reacquired shares or otherwise, may be made in the following manner, but nothing contained in this section shall be construed to forbid the retirement of shares or the reduction of stated capital in any other manner permitted by this chapter:

(1) The board of directors may adopt a resolution setting forth the amount of the proposed reduction and the manner in which the reduction shall be effected, and directing that the question of the reduction be submitted to a vote at a meeting of the shareholders, which may be either an annual or a special meeting, except that such proposed reduction need not be adopted by the board of directors and may be directly submitted to any annual or special meeting of shareholders;

(2) Written or printed notice, stating that the purpose or one of the purposes of such meeting is to consider the question of reducing the stated capital of the corporation, shall be given to each shareholder of record entitled to vote at such meeting within the time and in the manner provided in this chapter for the giving of notice of meetings of shareholders. If the meeting be an annual meeting, the purpose may be included in the notice of the annual meeting;

(3) At the meeting a vote of the shareholders entitled to vote thereat shall be taken on the question of the proposed reduction of stated capital, which shall require for its adoption the affirmative vote of the holders of at least two-thirds of the outstanding shares entitled to vote at the meeting.

2. [When a reduction of the stated capital of a corporation has been approved as provided in this section, a statement shall be executed by the corporation by the president or a vice president, and verified by him, and the corporate seal shall be thereto affixed, attested by the secretary or an assistant secretary, which statement shall set forth:

- (1) The name of the corporation;
- (2) A copy of the resolution of the shareholders approving such reduction;
- (3) The total number of shares outstanding;
- (4) The number of shares voted for and against such reduction, respectively;

(5) A statement of the manner in which the reduction is effected, and a statement, expressed in dollars, of the amount of stated capital and the amount of paid-in surplus of the corporation adjusted to give effect to the reduction.

3. Duplicate originals or the original and a copy shall be delivered to the secretary of state. If the secretary of state finds that such statement conforms to law, he shall file the same, retain the original of such statement and return the copy to the corporation or its representative. Upon the filing of the statement in the office of the secretary of state, the reduction shall be effective.

4.] No reduction of stated capital shall be made which would reduce the stated capital represented by shares without par value having a preferential right in the assets of the corporation in the event of involuntary liquidation to an amount less than the aggregate preferential amount provided from time to time to be payable upon such shares in the event of such involuntary liquidation.

[5.] 3. The surplus, if any, created by or arising out of a reduction of the stated capital of a corporation is paid-in surplus.

[6.] 4. No distribution of assets to shareholders in connection with a reduction of stated capital shall be made out of stated capital unless the assets of the corporation remaining after the reduction of stated capital shall be sufficient to pay

any debts of the corporation, the payment of which shall not have been otherwise provided for.

[7.] 5. All shares retired under this or any other section shall become authorized and unissued shares of the class to which they belong, unless the reissue thereof is prohibited by the articles of incorporation, in which case the authorized shares of such class should be reduced to the extent of the shares so retired.

351.200. 1. Any corporation which has issued shares of any class of stock may, subject to the provisions of its articles of incorporation, redeem all or any part of such shares if subject to redemption under the provisions of its articles of incorporation, or purchase all or any part of such shares, but in the case of shares subject to redemption at not exceeding the price or prices at which the shares may be redeemed, and may by resolution of its board of directors apply to the redemption or purchase an amount out of its stated capital not exceeding the amount of stated capital represented by the shares so redeemed or purchased whereupon the shares so redeemed or purchased out of stated capital are deemed to be retired; but no such redemption or purchase shall be made out of stated capital unless the assets of the corporation remaining after such redemption or purchase are sufficient to pay any debts of the corporation the payment of which has not been otherwise provided for.

2. Any corporation may also by resolution of its board of

directors, subject to the provisions of its articles of incorporation, redeem or purchase all or any part of the shares of any class or series of stock out of surplus, and may at any time by resolution of its board of directors retire any shares so redeemed or purchased out of surplus or acquired by the corporation in any other manner not covered by subsection 1 or 3 of this section.

3. Whenever any corporation reacquires any of its shares of any class or series of stock upon the conversion or exchange of such shares into or for other shares of the corporation, the reacquired shares shall be deemed to be retired and the amount of stated capital theretofore represented by the reacquired shares shall automatically be transferred to such other shares to the extent of the aggregate stated capital represented by such other shares. Whenever upon the conversion or exchange of shares into or for other shares of the corporation the amount of stated capital represented by the reacquired shares exceeds the total aggregate stated capital represented by such other shares, the corporation may at any time thereafter by resolution of its board of directors reduce its stated capital by any amount not exceeding the amount of such excess.

4. Whenever any stated capital is applied to the redemption or purchase of shares of any class or series of stock pursuant to subsection 1 of this section, any shares are retired pursuant to subsection 2 of this section, or stated capital is reduced

pursuant to subsection 3 of this section, [a certificate shall be made accordingly, executed in duplicate by the corporation by the president or a vice president, and verified by such officer, and the corporate seal shall be affixed to, attested by the secretary or an assistant secretary of the corporation, which certificates shall be filed with the secretary of state and otherwise dealt with as in the case of articles of incorporation. Upon such filing, and without the necessity of complying with the provisions or requirements of any other section of this chapter,] the stated capital of the corporation shall be reduced by the amount represented by the shares redeemed or purchased of stated capital pursuant to subsection 1 of this section, or shall be reduced by the amount of the stated capital represented by the shares retired pursuant to subsection 2 of this section, or shall be reduced by the amount specified by the resolution of the board of directors adopted pursuant to subsection 3 of this section. All shares retired by operation of subsection 1, 2 or 3 of this section shall become authorized and unissued shares of the class to which they belong, unless the reissue thereof is prohibited by the articles of incorporation, in which case the authorized shares of such class shall be reduced to the extent of the shares so retired.

351.315. 1. [A corporation shall have three or more directors, except that a corporation may have one or two directors provided the number of directors to constitute the

board of directors is stated in the articles of incorporation.] A board of directors shall consist of one or more individuals with the number specified or fixed in accordance with the articles of incorporation or bylaws. Any corporation may elect its directors for one or more years, not to exceed three years, the time of service and mode of classification to be provided for by the articles of incorporation or the bylaws of the corporation; but, there shall be an annual election for such number or proportion of directors as may be found upon dividing the entire number of directors by the number of years composing a term. At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders entitled to vote shall elect directors to hold office until the next succeeding annual meeting, except as herein provided. Each director shall hold office for the term for which he is elected or until his successor shall have been elected and qualified.

2. The articles of incorporation may confer upon holders of any class or series of stock the right to elect one or more directors who shall serve for such term and shall have such voting powers as shall be stated in the articles of incorporation. The terms of office and voting powers of the directors elected in the manner so provided in the articles of incorporation may be greater than or less than those of any other director or class of directors. If the articles of incorporation provide that directors elected by the holders of a class or

series of stock shall have more or less than one vote per director on any matter, every reference in this chapter to a majority or other proportion of directors shall refer to a majority or other proportion of the votes such directors are entitled to cast.

3. At a meeting called expressly for that purpose, directors may be removed in the manner provided in this section. Such meeting shall be held at the registered office or principal business office of the corporation in this state or in the city or county in this state in which the principal business office of the corporation is located. Unless the articles of incorporation or the bylaws provide otherwise, one or more directors or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. If the articles of incorporation or bylaws provide for cumulative voting in the election of directors, if less than the entire board is to be removed, no one of the directors may be removed if the votes cast against such director's removal would be sufficient to elect such director if then cumulatively voted at an election of the entire board of directors, or, if there be classes of directors, at an election of the class of directors of which such director is a part. Whenever the holders of the shares of any class are entitled to elect one or more directors by the provisions of the articles of incorporation, the provisions of this section shall

apply, in respect of the removal of a director or directors so elected, to the vote of the holders of the outstanding shares of that class and not to the vote of the outstanding shares as a whole.

[4. The corporation shall give written notice to the secretary of state of the number of directors of the corporation as fixed by any method. The notice shall be given within thirty days of the date when the number of directors is fixed, and similar notice shall be given whenever the number of directors is changed.]

351.355. 1. A corporation created under the laws of this state may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best

interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person

shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3. Except as otherwise provided in the articles of incorporation or the bylaws, to the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections 1 and 2 of this section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit, or proceeding.

4. Any indemnification under subsections 1 and 2 of this section, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this section. The determination shall be made by the board of directors by a majority vote of a quorum consisting of directors

who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

6. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws or any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. A corporation created under the laws of this state shall have the power to give any further indemnity, in addition to the

indemnity authorized or contemplated under other subsections of this section, including subsection 6, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in the articles of incorporation of the corporation or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in any bylaw or agreement of the corporation which has been adopted by a vote of the shareholders of the corporation, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this subsection shall be deemed to limit the power of the corporation under subsection 6 of this section to enact bylaws or to enter into agreements without shareholder adoption of the same.

8. The corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any

such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section. Without limiting the power of the corporation to procure or maintain any kind of insurance or other arrangement the corporation may for the benefit of persons indemnified by the corporation create a trust fund, establish any form of self insurance, secure its indemnity obligation by grant of a security interest or other lien on the assets of the corporation, or establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the corporation or with any insurer or other person deemed appropriate by the board of directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the corporation. In the absence of fraud the judgment of the board of directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability on any ground regardless of whether directors participating in the approval are beneficiaries of the insurance arrangement.

9. Any provision of this chapter to the contrary

notwithstanding, the provisions of this section shall apply to all existing and new domestic corporations, including but not limited to banks, trust companies, insurance companies, building and loan associations, savings bank and safe deposit companies, mortgage loan companies, corporations formed for benevolent, religious, scientific or educational purposes and nonprofit corporations.

10. For the purpose of this section, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

11. For purposes of this section, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which

imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this section.

351.430. [1. Upon such approval, articles of merger or articles of consolidation shall be executed in duplicate by each corporation by its president or a vice president, and verified by him, and the corporate seal of each corporation shall be thereto affixed, attested by its secretary or an assistant secretary, and shall set forth:

(1) The plan of merger or the plan of consolidation;

(2) As to each corporation, the number of shares outstanding;

(3) As to each corporation, the number of shares voted for and against such plan, respectively.

2. In lieu of the delivery of articles of merger or articles of consolidation as required pursuant to section 351.435,] After a plan of merger or consolidation is authorized in accordance with sections 351.420 and 351.425, the surviving corporation shall file a summary articles of merger or summary articles of consolidation[, executed pursuant to section 351.046,

may be filed pursuant to section 351.046 to be effective pursuant to section 351.048] with the secretary of state. Such summary articles shall state:

(1) The name and state or country of incorporation of each of the [constituent] corporations;

(2) That a plan of merger or consolidation has been approved[, adopted, certified, executed and acknowledged] and authorized by each of the [constituent] corporations [as required by this chapter] in accordance with sections 351.420 and 351.425;

(3) The effective date of the merger or consolidation which shall not exceed ninety days after the date of filing of the summary articles of merger or summary articles of consolidation by the secretary of state;

(4) The name of the surviving corporation in the case of a merger or the new corporation in the case of a consolidation;

[(4)] (5) In the case of a consolidation, the new address of the registered office and the name of the registered agent at such office for the new corporation;

(6) In the case of a merger, such amendments or changes in the articles of the surviving corporation as are desired to be effected by the merger, or, if no such amendments or changes are desired, a statement that the articles of incorporation of the surviving corporation shall be the articles of incorporation;

[(5)] (7) In the case of a consolidation, that the articles of incorporation of the new corporation shall be as set forth in

an attachment to the summary articles;

[(6)] (8) That the executed plan of merger or consolidation is on file at the principal place of business of the surviving corporation in the case of a merger, or new corporation in the case of a consolidation stating the address thereof; and

[(7)] (9) That a copy of a plan of merger or consolidation will be furnished by the surviving corporation in the case of a merger or the new corporation in the case of a consolidation, on request and without cost, to any shareholder of any [constituent] corporation that is a party to the merger or consolidation.

351.435. [Duplicate originals or] The original [and a] copy of the articles of merger or articles of consolidation shall be delivered to the secretary of state by the surviving corporation in the case of a merger or the new corporation in the case of a consolidation. The articles shall be executed pursuant to section 351.430, filed pursuant to section 351.046 and effective pursuant to section 351.048. If the secretary of state finds that the articles conform to [law] this chapter, he shall, when all required taxes or fees have been paid, file the same, keeping the original as a permanent record, and issue a certificate of merger or a certificate of consolidation, to which he shall affix the copy of such articles.

351.448. 1. Unless expressly required by its articles of incorporation for a holding company reorganization pursuant to this section through the use of a specific reference to this

section, no vote of shareholders of a domestic corporation shall be necessary to authorize a merger with or into a single indirect wholly owned subsidiary of such domestic corporation but solely in connection with a holding company reorganization if:

(1) Such domestic corporation and the indirect wholly owned subsidiary of such domestic corporation are the only constituent corporations to the merger;

(2) Each share or fraction of a share of the capital stock of such domestic corporation outstanding immediately prior to the effective time of the merger is converted in the merger into a share or equal fraction of share of capital stock of a holding company having the same designations, rights, powers and preferences, and the qualifications, limitations and restrictions thereof, as the share or fraction of a share of stock of such domestic corporation being converted in the merger;

(3) The holding company and each of the constituent corporations to the merger are corporations of this state;

(4) The articles of incorporation and bylaws of the holding company immediately following the effective time of the merger contain provisions identical to the articles of incorporation and bylaws of such domestic corporation immediately prior to the effective time of the merger, other than provisions, if any, regarding the incorporator or incorporators, the corporate name, registered office and agent, the initial board of directors and the initial subscribers for shares and such provisions contained

in any amendment to the articles of incorporation as were necessary to effect a change, exchange, reclassification or cancellation of stock, if such change, exchange, reclassification or cancellation has become effective;

(5) As a result of the merger such domestic corporation or its successor corporation becomes or remains a direct or indirect wholly owned subsidiary of the holding company;

(6) The directors of such domestic corporation become or remain the directors of the holding company upon the effective time of the merger;

(7) The articles of incorporation of the surviving corporation immediately following the effective time of the merger are identical to the articles of incorporation of such domestic corporation immediately prior to the effective time of the merger, other than provisions, if any, regarding the incorporator or incorporators, the corporate name, registered office and agent, elections and composition of the board of directors, the initial board of directors and the initial subscribers for shares and such provisions contained in any amendment to the articles of incorporation as were necessary to effect a change, exchange, reclassification or cancellation of stock, if such change, exchange, reclassification or cancellation has become effective; provided, however, that:

(a) The articles of incorporation of the surviving corporation shall be amended in the merger to contain a provision

requiring that any act or transaction by or involving the surviving corporation that requires for its adoption pursuant to this chapter or its articles of incorporation the approval of the shareholders of the surviving corporation shall, by specific reference to this section, require, in addition, the approval of the shareholders of the holding company, or any successor by merger, by the same vote as is required by this chapter or by the articles of incorporation of the surviving corporation, or both; and

(b) The articles of incorporation of the surviving corporation may be amended in the merger to reduce the number of classes and shares of capital stock that the surviving corporation is authorized to issue; and

(8) The shareholders of such domestic corporation do not recognize gain or loss for United States federal income tax purposes as determined by the board of directors of such domestic corporation.

2. As used in this section only, the term "holding company" means a corporation which, from its incorporation until consummation of a merger governed by this section, was at all times a direct or indirect wholly owned subsidiary of such domestic corporation and whose capital stock is issued in such merger.

3. From and after the effective time of a merger adopted by such domestic corporation by action of its board of directors and

without any vote of shareholders pursuant to this section:

(1) To the extent the restrictions of section 351.407 or 351.459 applied to such domestic corporation and its shareholders or shares at the effective time of the merger, such restrictions shall apply to the holding company and its shareholders or shares immediately after the effective time of the merger as though it were such domestic corporation, and all shares of stock of the holding company acquired in the merger shall for purposes of sections 351.407 and 351.459 be deemed to have been acquired at the time that the shares of stock of such domestic corporation converted in the merger were acquired, and provided further that any shareholder who immediately prior to the effective time of the merger was not an interested shareholder within the meaning of section 351.459 shall not solely by reason of the merger become an interested shareholder of the holding company; and

(2) If the corporate name of the holding company immediately following the effective time of the merger is the same as the corporate name of such domestic corporation immediately prior to the effective time of the merger, the shares of capital stock of the holding company into which the shares of capital stock of such domestic corporation are converted in the merger shall be represented by the stock certificates that previously represented shares of capital stock of such domestic corporation.

4. If a plan of merger is adopted by such domestic

corporation by action of its board of directors and without any vote of shareholders pursuant to this section, the articles of merger shall state that the plan of merger has been adopted pursuant to this section and shall set forth the resolution of the board of directors of such domestic corporation approving the plan of merger and the date of adoption of the resolution and shall state that the conditions in the first sentence of subsection 1 of this section have been satisfied. The articles of merger shall also set forth the plan of merger and as to each of the constituent corporations to the merger, the number of shares outstanding, shall be executed [and verified] as provided in section 351.430 and shall be filed in accordance with section 351.435 and the merger shall become effective in accordance with section 351.440.

5. The provisions of section 351.455 shall not apply to a merger effected pursuant to this section.

6. Nothing in this section shall amend, alter, modify, restrict, limit or otherwise change the provisions of section 351.447. As provided in section 351.017, actions taken in accordance with this section and with any other section of this chapter are acts of independent legal significance.

351.657. 1. The secretary of state shall, upon receipt of a written or electronic request and a fee of five dollars, furnish to the person or governmental agency so requesting an abstract of the corporate or registration record of any [one

corporation or limited partnership licensed to do business or conduct its affairs in this state, or the registration record of any one individual or organization] business entity registered in the secretary of state's office. Such abstract shall be in concise form and may contain the information contained in one or more annual corporation registration reports or any other document filed by the corporation. The abstract shall contain:

(1) The name of the [corporation or limited partnership] business entity;

(2) The principal place of business, if known;

(3) The registered agent and registered office; and

(4) The current status of the [corporation or limited partnership] business entity.

2. The secretary of state shall certify an abstract of such record upon written request therefor. The fee for such certification shall be five dollars in addition to the fee required for furnishing an abstract record as provided in subsection 1 of this section. The certification shall be made under the seal of the office of the secretary of state.

3. The secretary of state shall also, in accordance with rules promulgated by him, make available for public inspection and copying during regular office hours all papers filed in the office of secretary of state relative to any corporation or business concern the filings of which are administered by him.

4. No fee as herein provided shall apply to any agency or

department of the state of Missouri.

5. The secretary of state shall furnish without charge information over the phone concerning corporate status, registered agent and incorporation date and withdrawal date only of any corporation licensed to do business in this state.

6. The secretary of state may in his discretion make a preclearance examination and report upon any document proposed to be filed with the secretary of state, and may charge a fee therefor not in excess of fifty dollars.

7. After initial incorporation the secretary of state may at his discretion permit the filing of any certificate or other paper without first requiring payment of the fees required by any provision of this chapter.

351.658. Except as otherwise provided in this chapter, the secretary of state shall charge and collect for:

(1) Filing application for reservation of a corporate name, twenty dollars;

(2) Filing amendment to articles of incorporation or certificate of authority and issuing a certificate of amendment or amended certificate of authority, twenty dollars;

(3) Filing articles of merger or consolidation, twenty-five dollars plus five dollars for each merging or consolidating Missouri corporation or foreign corporation authorized to do business in Missouri over two in number;

(4) Filing articles of dissolution, twenty dollars; filing

articles of liquidation, twenty dollars;

(5) Filing of revocation of articles of dissolution, twenty dollars;

(6) Filing of restated articles of incorporation, twenty dollars;

[(7)] Filing of statement of reduction of stated capital, twenty dollars;

(8) Filing of a certificate of redemption or designation, twenty dollars;

(9)] (7) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, twenty dollars;

[(10)] (8) Filing statement of change of address of registered office or change of registered agent, or both, five dollars;

[(11)] (9) Filing resignation of registered agent, five dollars;

[(12)] (10) Certified copy of corporate record, in a written format fifty cents per page plus five dollars for certification, or in an electronic format five dollars for certification and copies;

[(13)] (11) Furnishing certificate of corporate existence, five dollars;

[(14)] (12) Furnishing certificate--others, twenty dollars;

[(15)] (13) Filing evidence of merger by a foreign

corporation, twenty dollars plus one dollar for each additional foreign corporation authorized to do business in Missouri over two;

[(16)] (14) Filing evidence of dissolution by a foreign corporation, twenty dollars.

355.011. 1. A document must satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to filing by the secretary of state.

2. No document shall be entitled to filing by the secretary of state unless this chapter requires or permits filing the document in the office of the secretary of state.

3. The document must contain the information required by this chapter. It may contain other information as well.

4. The document must be typewritten or printed.

5. The document must be in the English language. However, a corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

6. The document must be executed:

(1) By the presiding officer of the board of directors of a domestic or foreign corporation, its president, or by another of its officers;

(2) If directors have not been selected or the corporation

has not been formed, by an incorporator; or

(3) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

7. The person executing a document shall sign it and state beneath or opposite the signature his name and the capacity in which he signs. The document may, but need not, contain:

(1) The corporate seal;

(2) An attestation by the secretary or an assistant secretary; or

(3) An acknowledgment, verification, or proof.

8. If the secretary of state has prescribed a mandatory form for a document under section 355.016, the document must be in or on the prescribed form.

9. The document must be delivered to the office of the secretary of state for filing and must be accompanied by one exact or conformed copy, except as provided in sections 355.171 and 355.791, the correct filing fee, and any license fee or penalty required by this chapter or other law.

10. Any statement or document filed under this chapter represents that the signor believes the statements are true and correct to the best knowledge and belief of the person signing, subject to the penalties of section 557.040, RSMo.

355.021. 1. The secretary of state shall collect the following fees when the documents described in this subsection are delivered for filing:

- (1) Articles of incorporation, twenty dollars;
- (2) Application for reserved name, twenty dollars;
- (3) Notice of transfer of reserved name, two dollars;
- (4) Application for renewal of reserved name, twenty dollars;
- (5) Corporation's statement of change of registered agent or registered office or both, five dollars;
- (6) Agent's statement of change of registered office for each affected corporation, five dollars;
- (7) Agent's statement of resignation, five dollars;
- (8) Amendment of articles of incorporation, five dollars;
- (9) Restatement of articles of incorporation with amendments, five dollars;
- (10) Articles of merger, five dollars;
- (11) Articles of dissolution, five dollars;
- (12) Articles of revocation of dissolution, five dollars;
- (13) Application for reinstatement following administrative dissolution, twenty dollars;
- (14) Application for certificate of authority, twenty dollars;
- (15) Application for amended certificate of authority, five dollars;
- (16) Application for certificate of withdrawal, five dollars;
- (17) Annual report, ten dollars if filed in a written

format or five dollars if filed electronically in a format prescribed by the secretary of state;

(18) Articles of correction, five dollars;

(19) Certificate of existence or authorization, five dollars;

(20) Any other document required or permitted to be filed by this chapter, five dollars.

2. The secretary of state shall collect a fee of ten dollars upon being served with process under this chapter. The party to a proceeding causing service of process is entitled to recover the fee paid the secretary of state as costs if the party prevails in the proceeding.

3. The secretary of state shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation:

[(1) Fifty cents a page for copying; and

(2) Five dollars for the certificate.] in a written format fifty cents per page plus five dollars for certification, or in an electronic format five dollars for certification and copies.

355.146. 1. A corporate name may not contain language stating or implying that the corporation is organized for a purpose other than that permitted by section 355.126 and its articles of incorporation.

2. Except as authorized by subsection 3 of this section, a corporate name must be distinguishable upon the records of the

secretary of state from any domestic or foreign corporation, limited partnership, limited liability partnership, limited liability limited partnership, or limited liability company existing under any law of this state or any foreign corporation authorized to transact business in this state, [or any limited partnership existing or transacting business in this state under chapter 359, RSMo,] or any business entity organized, reserved, or registered under the laws of this state or a name the exclusive right to which is, at the time, reserved.

3. A corporation may use the name, including the fictitious name, of another domestic or foreign business or nonprofit corporation that is used in this state if the other corporation is incorporated or authorized to do business in this state and the proposed user corporation:

- (1) Has merged with the other corporation;
- (2) Has been formed by reorganization of the other corporation; or
- (3) Has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

4. This chapter does not control the use of fictitious names.

355.631. 1. After a plan of merger is approved by the board of directors, shareholders, and if required by section 355.626, by the members and any other persons, the surviving or acquiring corporation shall deliver to the secretary of state

articles of merger setting forth:

(1) The names of the corporations proposing to merge, and the name of the corporation into which they propose to merge, which is herein designated as "the surviving corporation";

(2) The plan of merger;

(3) If approval by members was not required, a statement to that effect and a statement that the plan was approved by a sufficient vote of the board of directors;

(4) If approval by members was required:

(a) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the plan, and number of votes of each class indisputably voting on the plan; and

(b) Either the total number of votes cast for and against the plan by each class entitled to vote separately on the plan or the total number of undisputed votes cast for the plan by each class and a statement that the number cast for the plan by each class was sufficient for approval by that class;

(5) If approval of the plan by some person or persons other than the members or the board is required pursuant to subdivision (3) of subsection 1 of section 355.626, a statement that the approval was obtained;

(6) If approval by shareholders was required, then a statement as to the manner and basis of converting the shares of each merging corporation into cash, property, memberships or

other securities or obligations of the surviving corporation, or, if any shares of any merging corporation are not to be converted solely into cash, property, memberships or other securities or obligations of the surviving corporation, into cash, property, shares or other securities or obligations of any other domestic or foreign corporation, which cash, property, shares or other securities or obligations of any other domestic or foreign corporation may be in addition to or completely in lieu of cash, property, shares or other securities or obligations of the surviving corporation;

(7) A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger.

2. The articles of merger shall be executed in duplicate by each nonprofit or business corporation as follows:

(1) Signed [and verified] as provided in subdivision (1) of subsection 6 of section 355.011 for nonprofit corporations;

(2) Signed [and verified] as provided in section 351.430, RSMo, for business corporations.

356.012. Any statement or document filed under this chapter represents that the signor believes the statements are true and correct to the best knowledge and belief of the person signing, subject to the penalties provided under section 575.040, RSMo.

356.071. [1.] The name of a professional corporation or of a foreign professional corporation authorized to transact

business in this state shall:

(1) Contain the words "Professional Corporation" or the abbreviation "P.C." and the corporation shall identify itself with such designation in the course of rendering any professional service;

(2) Not contain any word or phrase that indicates or implies that it is organized for any purpose other than the purposes contained in its articles of incorporation;

(3) Be distinguishable from (as the preceding standards may be defined at the time of incorporation or qualification in or under the general and business corporation law of Missouri, chapter 351, RSMo) the name of any domestic corporation existing under the laws of this state or any foreign corporation authorized to transact business in this state, or a name the exclusive right to which is, at such time, reserved in the manner provided in the general and business corporation law of Missouri, chapter 351, RSMo, the not-for-profit corporation law, chapter 355, RSMo, the uniform limited partnership law, chapter 359, RSMo, the uniform partnership law relating to registered limited liability partnerships and limited liability limited partnerships, chapter 358, RSMo, or the limited liability company act, chapter 347, RSMo, or the name of an entity that has in effect a registration of its corporate name under either chapter 347, 351, 355, 358, or 359, RSMo, or any other business entity organized, reserved, or registered under the laws of this state;

except that, this provision shall not apply if:

(a) Such similarity results from the use in the corporate name of the professional corporation or foreign professional corporation personal names of its shareholders or former shareholders; or

(b) The applicant files with the secretary of state either of the following:

a. If the name is the same, a change whereby a word is added to make such name distinguishable from the name of such other corporation, limited partnership or limited liability company; or

b. A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to the use of such name in this state; and

(4) Otherwise conform to any rule promulgated by any licensing authority having jurisdiction over a professional service described in the articles of incorporation of such corporation.

[2. Any corporation organized pursuant to laws which are repealed by sections 356.011 to 356.261 shall amend its articles of incorporation to comply with the provisions of this section on or before the date one year after August 13, 1986, which amendment shall be accepted by the secretary of state for filing and shall be processed without cost to the corporation. The secretary of state shall give notice of the requirement of this

section to any corporation that fails to comply with this section within nine months after August 13, 1986, including the name to which the corporate name will be changed by the secretary of state if its name is not voluntarily changed within the one-year period set by this subsection. The articles of incorporation of any corporation that has not so amended its articles of incorporation to comply with this section within the one-year period set by this subsection shall then be automatically amended by force of law to comply with this section. The secretary of state shall then exercise its discretion to modify the name of the corporation according to its notice to comply with this section, and shall file such an amendment in its records and mail a copy of that amendment to the corporation.】

356.211. 1. Each professional corporation and each foreign professional corporation shall file with the secretary of state an annual corporation registration report pursuant to section 351.120, RSMo. The corporate registration report shall set forth the following information:

【(1)】 The names and residence or physical business addresses of all officers, directors and shareholders of that professional corporation as of the date of the report;

【(2)】 A statement that each officer, director and shareholder is or is not a qualified person as defined in sections 356.011 to 356.261, and setting forth the date on which any shares of the professional corporation were no longer owned

by a qualified person, and any subsequent disposition thereof;

(3) A statement as to whether or not suit has been instituted to fix the fair value of any shares not owned by a qualified person, and if so, the date on which and the court in which the same was filed.]

2. The report shall be made on a form to be prescribed and furnished by the secretary of state, and shall be executed by an officer of the corporation or authorized person.

3. A filing fee in the amount set out in section 351.125, RSMo, shall be paid with the filing of each report, and no other fees shall be charged therefor; except that, penalty fees may be imposed by the secretary of state for late filings. The report shall be filed subject to the time requirements of section 351.120, RSMo.

4. If a professional corporation or foreign professional corporation shall fail to file a report qualifying with the provisions of this section when such a filing is due, then the corporation shall be subject to the provisions of chapter 351, RSMo, that are applicable to a corporation that has failed to timely file the annual report required to be filed under chapter 351, RSMo.

358.440. 1. To register as a limited liability partnership pursuant to this section, a written application shall be filed [in duplicate] with the office of the secretary of state. The application shall set forth:

- (1) The name of the partnership;
- (2) The address of a registered office and the name and address of a registered agent for service of process required to be maintained by section 358.470;
- (3) The number of partners in the partnership at the date of application;
- (4) A brief statement of the principal business in which the partnership engages;
- (5) That the partnership thereby applies for registration as a registered limited liability partnership; and
- (6) Any other information the partnership determines to include in the application.

2. The application shall be signed on behalf of the partnership by a majority of the partners or by one or more partners authorized by a majority in interest of the partners to sign the application on behalf of the partnership.

3. The application shall be accompanied by a fee payable to the secretary of state of twenty-five dollars for each partner of the partnership, but the fee shall not exceed one hundred dollars. All moneys from the payment of this fee shall be deposited into the general revenue fund.

4. A person who files a document according to this section as an agent or fiduciary need not exhibit evidence of the partner's authority as a prerequisite to filing. Any signature on such document may be a facsimile. If the secretary of state

finds that the filing conforms to law, the secretary of state shall:

(1) Endorse on [each] the copy the word "Filed" and the month, day and year of the filing;

(2) File the original in the secretary of state's office; and

(3) Return the [other] copy to the person who filed it or to the person's representative.

5. A partnership becomes a registered limited liability partnership on the date of the filing in the office of the secretary of state of an application that, as to form, meets the requirements of subsections 1 and 2 of this section and that is accompanied by the fee specified in subsection 3 of this section, or at any later time specified in the application.

6. An initial application filed under subsection 1 of this section by a partnership registered by the secretary of state as a limited liability partnership expires one year after the date of registration unless earlier withdrawn or revoked or unless renewed in accordance with subsection 9 of this section.

7. If a person is included in the number of partners of a registered limited liability partnership set forth in an application, a renewal application or a certificate of amendment of an application or a renewal application, the inclusion of such person shall not be admissible as evidence in any action, suit or proceeding, whether civil, criminal, administrative or

investigative, for the purpose of determining whether such person is liable as a partner of such registered limited liability partnership. The status of a partnership as a registered limited liability partnership and the liability of a partner of such registered limited liability partnership shall not be adversely affected if the number of partners stated in an application, a renewal application or a certificate of amendment of an application or a renewal application is erroneously stated provided that the application, renewal application or certificate of amendment of an application or a renewal application was filed in good faith.

8. Any person who files an application or a renewal application in the office of the secretary of state pursuant to this section shall not be required to file any other documents pursuant to chapter 417, RSMo, which requires filing for fictitious names.

9. An effective registration may be renewed before its expiration by filing in duplicate with the secretary of state an application containing current information of the kind required in an initial application, including the registration number as assigned by the secretary of state. The renewal application shall be accompanied by a fee of one hundred dollars on the date of renewal plus, if the renewal increases the number of partners, fifty dollars for each partner added, but the fee shall not exceed two hundred dollars. All moneys from such fees shall be

deposited into the general revenue fund. A renewal application filed under this section continues an effective registration for one year after the date the effective registration would otherwise expire.

10. A registration may be withdrawn by filing [in duplicate] with the secretary of state a written withdrawal notice signed on behalf of the partnership by a majority of the partners or by one or more partners authorized by a majority of the partners to sign the notice on behalf of the partnership. A withdrawal notice shall include the name of the partnership, the date of registration of the partnership's last application under this section, and a current street address of the partnership's principal office in this state or outside the state, as applicable. A withdrawal notice terminates the registration of the partnership as a limited liability partnership as of the date of filing the notice in the office of the secretary of state. The withdrawal notice shall be accompanied by a filing fee of twenty dollars.

11. If a partnership that has registered pursuant to this section ceases to be registered as provided in subsection 6 or 10 of this section, that fact shall not affect the status of the partnership as a registered limited liability partnership prior to the date the partnership ceased to be registered pursuant to this section.

12. A document filed under this section may be amended or

corrected by filing [in duplicate] with the secretary of state articles of amendment, signed by a majority of the partners or by one or more partners authorized by a majority of the partners.

The articles of amendment shall contain:

- (1) The name of the partnership;
- (2) The identity of the document being amended;
- (3) The part of the document being amended; and
- (4) The amendment or correction.

The articles of amendment shall be accompanied by a filing fee of twenty dollars plus, if the amendment increases the number of partners, fifty dollars for each partner added, but the fee shall not exceed two hundred dollars; provided that no amendment of an application or a renewal application is required as a result of a change after the application or renewal application is filed in the number of partners of the registered limited liability partnership or in the business in which the registered limited liability partnership engages. All moneys from such fees shall be deposited into the general revenue fund. The status of a partnership as a registered limited liability partnership shall not be affected by changes after the filing of an application or a renewal application in the information stated in the application or renewal application.

13. No later than ninety days after the happening of any of the following events, an amendment to an application or a renewal

application reflecting the occurrence of the event or events shall be executed and filed by a majority in interest of the partners or by one or more partners authorized by a majority of the partners to execute an amendment to the application or renewal application:

(1) A change in the name of the registered limited liability partnership;

(2) Except as provided in subsections 2 and 3 of section 358.470, a change in the address of the registered office or a change in the name or address of the registered agent of the registered limited liability partnership.

14. Unless otherwise provided in this chapter or in the certificate of amendment of an application or a renewal application, a certificate of amendment of an application or a renewal application or a withdrawal notice of an application or a renewal application shall be effective at the time of its filing with the secretary of state.

15. The secretary of state may provide forms for the application specified in subsection 1 of this section, the renewal application specified in subsection 9 of this section, the withdrawal notice specified in subsection 10 of this section, and the amendment or correction specified in subsection 12 of this section.

16. The secretary of state may remove from its active records the registration of a partnership whose registration has

been withdrawn, revoked or has expired.

17. The secretary of state may revoke the filing of a document filed under this section if the secretary of state determines that the filing fee for the document was paid by an instrument that was dishonored when presented by the state for payment. The secretary of state shall return the document and give notice of revocation to the filing party by regular mail. Failure to give or receive notice does not invalidate the revocation. A revocation of a filing does not affect an earlier filing.

18. If any person signs a document required or permitted to be filed pursuant to sections 358.440 to 358.500 which the person knows is false in any material respect with the intent that the document be delivered on behalf of a partnership to the secretary of state for filing, such person shall be guilty of a class A misdemeanor. Unintentional errors in the information set forth in an application filed pursuant to subsection 1 of this section, or changes in the information after the filing of the application, shall not affect the status of a partnership as a registered limited liability partnership.

19. Before transacting business in this state, a foreign registered limited liability partnership shall:

(1) Comply with any statutory or administrative registration or filing requirements governing the specific type of business in which the partnership is engaged; and

(2) Register as a limited liability partnership as provided in this section by filing an application which shall, in addition to the other matters required to be set forth in such application, include a statement:

(a) That the secretary is irrevocably appointed the agent of the foreign limited liability partnership for service of process if the limited liability partnership fails to maintain a registered agent in this state or if the agent cannot be found or served with the exercise of reasonable diligence; and

(b) Of the address of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction or, if not so required, of the principal office of the foreign limited liability partnership.

20. A partnership that registers as a limited liability partnership shall not be deemed to have dissolved as a result thereof and is for all purposes the same partnership that existed before the registration and continues to be a partnership under the laws of this state. If a registered limited liability partnership dissolves, a partnership which is a successor to such registered limited liability partnership and which intends to be a registered limited liability partnership shall not be required to file a new registration and shall be deemed to have filed any documents required or permitted under this chapter which were filed by the predecessor partnership.

358.460. 1. The exclusive right to the use of a name of a

registered limited liability partnership or foreign registered limited liability partnership may be reserved by:

(1) Any person intending to become a registered limited liability partnership or foreign registered limited liability partnership under this chapter and to adopt that name; and

(2) Any registered limited liability partnership or foreign registered limited liability partnership which proposes to change its name.

2. The reservation of a specified name shall be made by filing with the secretary of state an application, executed by the applicant, specifying the name to be reserved and the name and address of the applicant. If the secretary of state finds that the name is available for use by a registered limited liability partnership or foreign registered limited liability partnership, the secretary of state shall reserve the name for the exclusive use of the applicant for a period of [one hundred twenty] sixty days. [Once having so reserved a name, the same applicant may again reserve the same name for successive one hundred twenty-day periods.] A name reservation shall not exceed a period of one hundred eighty days from the date of the first name reservation application. Upon the one hundred eighty-first day the name shall cease reserve status and shall not be placed back in such status. The right to the exclusive use of a reserved name may be transferred to any other person by filing in the office of the secretary of state a notice of the transfer,

executed by the applicant for whom the name was reserved, specifying the name to be transferred and the name and address of the transferee. The reservation of a specified name may be canceled by filing with the secretary of state a notice of cancellation, executed by the applicant or transferee, specifying the name reservation to be canceled and the name and address of the applicant or transferee.

3. A fee in the amount of twenty-five dollars shall be paid to the secretary of state upon receipt for filing of an application for reservation of name, an application for renewal of reservation or a notice of transfer or cancellation pursuant to this section. All moneys from the payment of this fee shall be deposited into the general revenue fund.

358.490. 1. A fee in the amount of five dollars shall be paid to the secretary of state for a certified copy of any paper on file as provided for by this chapter[, and a fee in the amount of five dollars for the first page and] in a written electronic format. One dollar for each additional page shall be paid to the secretary of state [for the use of the state of Missouri for each page copied] for written requests. Moneys from such fees shall be paid into the general revenue fund.

2. The secretary of state may issue certificates of good standing relating to the registered limited liability partnerships in a written or electronic format for a fee in the amount of [twenty] five dollars, except that for issuing [a

certificate of good standing] an abstract that recites all of the registered limited liability partnership's filings with the secretary of state, a fee of [one hundred] five dollars shall be paid to the secretary of state.

359.021. The name of each limited partnership as set forth in its certificate of limited partnership:

(1) Shall contain the words "limited partnership" or the abbreviation "LP" or "L.P.";

(2) May not contain the name of a limited partner unless:

(a) It is also the name of a general partner or the corporate name of a corporate general partner; or

(b) The business of the limited partnership has been carried on under that name before the admission of that limited partner;

(3) Shall be distinguishable from the name of any domestic corporation, limited partnership, limited liability partnership, or limited liability limited partnership, or limited liability company existing under the law of this state or any foreign corporation, foreign limited partnership, foreign limited liability partnership, or foreign limited liability limited partnership, or foreign limited liability company authorized to transact business in this state, or a name the exclusive right to which is, at the time, reserved in the manner provided in this chapter or any other business entity organized, reserved, or registered under the laws of this state. If the name is the

same, a word must be added to make such name distinguishable from the name of such other corporation, limited liability company, limited liability partnership, or limited liability limited partnership, or limited partnership;

(4) May not contain the following words: "corporation", "incorporated", or an abbreviation of one of such words;

(5) May not contain any word or phrase which indicates or implies that it is a governmental agency.

359.031. 1. The exclusive right to the use of a name may be reserved by:

(1) Any person intending to organize a limited partnership under this chapter and to adopt that name;

(2) Any domestic limited partnership or any foreign limited partnership registered in this state which, in either case, intends to adopt that name;

(3) Any foreign limited partnership intending to register in this state and adopt that name; and

(4) Any person intending to organize a foreign limited partnership and intending to have it register in this state and adopt that name.

2. The reservation shall be made by filing with the secretary of state an application, in a form prescribed by the secretary of state, executed by the applicant, to reserve a specified name. If the secretary of state finds that the name is not registered with the secretary of state as a fictitious name

pursuant to section [417.215] 417.210, RSMo, as a corporation name or a limited partnership name, the secretary of state shall reserve the name for the exclusive use of the applicant for a period of sixty days. A name reservation shall not exceed a period of one hundred eighty days from the date of the first name reservation application. Upon the one hundred eighty-first day the name shall cease reserve status and shall not be placed back in such status. The right to the exclusive use of a reserved name may be transferred to any other person by filing in the office of the secretary of state a notice of the transfer, executed by the applicant for whom the name was reserved and specifying the name and address of the transferee.

359.041. 1. Each limited partnership shall continuously maintain in this state:

(1) A registered office which may be, but need not be, a place of its business in this state; and

(2) A registered agent for service of process on the limited partnership, which agent may be either an individual, resident in this state, whose business office is identical with such registered office, or a domestic corporation or a foreign corporation authorized to do business in this state, whose business office is identical with such registered office.

2. A limited partnership may from time to time change the address of its registered office. A limited partnership shall change its registered agent if the office of registered agent

shall become vacant for any reason, if its registered agent becomes disqualified or incapacitated to act, or if the limited partnership revokes the appointment of its registered agent. A limited partnership may change the address of its registered office or change its registered agent, or both, by filing in the office of the secretary of state, on a form approved by the secretary of state, a statement setting forth:

- (1) The name of the limited partnership;
- (2) The address, including street and number, if any, of its then registered office;
- (3) If the address of its registered office be changed, the address, including street and number, if any, to which the registered office is to be changed;
- (4) The name of its then registered agent;
- (5) If its registered agent be changed, the name of its successor registered agent and the successor registered agent's written consent to the appointment either on the statement or attached thereto;
- (6) That the address of its registered office and the address of the business office of its registered agent, as changed, will be identical; and
- (7) That such change was authorized by the limited partnership.

3. Such statement shall be executed in duplicate by the limited partnership by a general partner, and delivered to the

secretary of state. The execution of such a statement by a general partner constitutes an affirmation under the penalties of [perjury] section 575.040, RSMo, that the facts stated therein are true. If the secretary of state finds that such statement conforms to the provisions of this chapter, the secretary of state shall file the same, keeping the original and returning the other copy to the limited partnership or to its representative.

4. The change of address of the registered office, or the change of the registered agent, or both, as the case may be, shall become effective upon the filing of such statement by the secretary of state. The location or residence of any limited partnership shall be deemed for all purposes to be in the county where its registered office is maintained.

5. If a registered agent changes the street address of his business office, he may change the street address of the registered office of any limited partnership for which he is the registered agent by notifying the limited partnership in writing of the change and signing, either manually or in facsimile, and delivering to the secretary of state for filing a statement of change that complies with the requirements of subsection 2 of this section and recites that the limited partnership has been notified of the change. The change of address of the registered office shall become effective upon the filing of the statement to the secretary of state.

6. In the event that a limited partnership shall fail to

appoint or maintain a registered agent in this state, then the secretary of state, as long as such default exists, shall be automatically appointed as an agent of such limited partnership upon whom any process, notice, or demand required or permitted by law to be served upon the limited partnership may be served. Service on the secretary of state of any process, notice or demand against a limited partnership shall be made by delivering to and leaving with the secretary of state, or with any clerk having charge of the limited partnership department of the secretary of state's office, a copy of such process, notice or demand. In the event that any process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by registered mail, addressed to the limited partnership at its registered office in this state. Nothing herein contained shall limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a limited partnership in any other manner now or hereafter permitted by law.

359.121. 1. Each certificate required by this chapter to be filed in the office of the secretary of state shall be executed in the following manner:

(1) An original certificate of limited partnership must be signed by all general partners;

(2) A certificate of amendment must be signed by at least one general partner and by each other general partner designated

in the certificate as a new general partner;

(3) A certificate of cancellation must be signed by all general partners.

2. Any person may sign a certificate by an attorney-in-fact, but a power of attorney to sign a certificate relating to the admission of a general partner shall specifically describe the admission.

3. The execution of a certificate by a general partner constitutes an affirmation under the penalties of [perjury] section 575.040, RSMo, that the facts stated therein are true.

359.141. 1. [Duplicate originals or the] An original [and a] copy of the certificate of limited partnership and of any certificates of amendment or cancellation (or of any judicial decree of amendment or cancellation) shall be delivered to the secretary of state. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his authority as a prerequisite to filing. Unless the secretary of state finds that any certificate does not conform to law, upon receipt of all filing fees required by law, he shall:

(1) Endorse on [each copy] the document the word "Filed" and the day, month and year of the filing thereof;

(2) File the original in his office; and

(3) Return [the other] a copy to the person who filed it or his representative.

2. Upon the filing of a certificate of amendment (or

judicial decree of amendment) in the office of the secretary of state, the certificate of limited partnership shall be amended as set forth therein, and upon the effective date of a certificate of cancellation (or a judicial decree thereof), the certificate of limited partnership is canceled; however, any such certificate of amendment or cancellation may provide that it is not to become effective until a specified date after its filing date, but such date shall not be more than ninety days after its filing date and the certificate issued by the secretary of state shall indicate such defined effective date.

359.145. 1. A domestic or foreign limited partnership may file a statement of correction in a format prescribed by the secretary of state, if the document contains an incorrect statement as of the date such document was filed.

2. The statement of correction shall:

- (1) State the name of the limited partnership;
- (2) State the type of document being corrected;
- (3) State the name of the jurisdiction under the law of organization;
- (4) Describe the incorrect statement and the reason for the correction;

(5) If the correction is for a foreign limited partnership with regard to an incorrect name, provide a certificate of existence, or document of similar import, duly authenticated by the secretary of state or other official having custody of the

records in the state or country under whose laws it is registered;

3. Articles of correction are effective on the effective date of the document they correct except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons articles of correction are effective when filed.

4. The secretary of state shall collect a filing fee of five dollars upon filing the statement of correction.

5. The statement of correction shall be signed by an authorized person of the limited liability partnership.

359.172. 1. To become and to continue as a registered limited liability limited partnership, a limited partnership shall, in addition to complying with the requirements of this chapter:

(1) File an application or a renewal application, as the case may be, as provided in section 358.440, RSMo, as permitted by the limited partnership's partnership agreement or, if the limited partnership's partnership agreement does not provide for the limited partnership's becoming a registered limited liability limited partnership, with the approval by all general partners and the limited partners, or, if there is more than one class or group of limited partners, then by each class or group of limited partners, in either case, by limited partners who own more than fifty percent of the then current percentage or other interest in

the profits of the limited partnership owned by all of the limited partners in each class or group, as appropriate;

(2) Comply with sections 358.440 to 358.501, RSMo; and

(3) Have as the last words or letters of its name the words "Registered Limited Liability Limited Partnership", or the abbreviation "L.L.L.P.", or the designation "LLLP".

2. In applying sections 358.440 to 358.501, RSMo, to a limited partnership:

(1) An application to become a registered limited liability limited partnership, a renewal application to continue as a registered limited liability limited partnership, a certificate of amendment of an application or a renewal application, or a withdrawal notice of an application or a renewal application shall be executed by at least one general partner of the limited partnership; and

(2) All references to partners mean general partners only.

3. If a limited partnership is a registered limited liability limited partnership, its partners who are liable for the debts, liabilities and other obligations of the limited partnership shall have the limitation on liability afforded to partners of registered limited liability partnerships pursuant to chapter 358, RSMo.

4. The filing of an application to become a registered limited liability limited partnership shall constitute the filing of an amendment to the limited partnership's certificate of

limited partnership for the purposes of causing the name of the limited partnership to comply with the provisions of subdivision (3) of subsection 1 of this section. In the event a limited partnership ceases to be registered in this state as limited liability limited partnership for any reason, the limited partnership shall, within ninety days thereafter, file an amendment to its certificate of limited partnership correcting the designation set forth in subdivision (3) of subsection 1 of this section. In the event the limited partnership fails to timely file an amendment to its certificate of limited partnership as required pursuant to this subsection, the general partners in office at such time may be individually subject to a civil penalty in the amount of ten dollars per [day] month for each [day] month the amendment has not been timely filed, but not to exceed ten thousand dollars, such penalty to be assessed and collected by the secretary, and prosecuted criminally pursuant to section 359.691 with any resulting conviction being a class B misdemeanor and the secretary shall be authorized to file a notice to change the name of the limited partnership to remove the designation required pursuant to subsection 1 of this section.

359.501. Before transacting business in this state, a foreign limited partnership shall register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state[, in duplicate,] an application

for registration as a foreign limited partnership, signed [and sworn to] by a general partner and setting forth:

(1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state;

(2) The state and date of its formation;

(3) The name and address of its registered agent and registered office in this state which office and agent shall be subject to the same rights and limitations as provided in section 359.041;

(4) A statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under subdivision (3) of this section or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence;

(5) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership;

(6) The name and business address of each general partner;
[and]

(7) The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign

limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled; and

(8) The application shall include a certificate of existence or document of similar import duly authenticated by the secretary of state or other official having custody of the records in the state or country whose laws it is registered, such document should be dated within sixty calendar days from filing for acceptance.

359.531. [If any statement in the application for registration of a foreign limited partnership was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the foreign limited partnership shall promptly file in the office of the secretary of state a certificate, signed and sworn to by a general partner, correcting such statement.] 1. A foreign limited partnership authorized to transact business in this state shall obtain an amended certificate of registration from the secretary of state if it changes:

(1) The name of the limited partnership;

(2) The state or country of its registration;

(3) The address of the office required to be maintained in the state of its organization by the laws of that state or if not so required of the principal office of the foreign limited partnership;

(4) The name and business address of any general partner;

and

(5) The address of the office at which is kept a list of the names and addresses and capital contributions of the limited partners.

2. The amendment shall include a certificate of existence or document of similar import duly authenticated by the secretary of state or other official having custody of the records in the state or country under whose laws it is registered, such document should be dated within sixty calendar days from filing for acceptance.

3. The fee for filing an amended certificate of registration shall be twenty dollars.

359.541. A foreign limited partnership may cancel its registration by filing with the secretary of state a certificate of cancellation signed [and sworn] to by a general partner. A cancellation does not terminate the authority of the secretary of state to accept service of process on the foreign limited partnership with respect to causes of action arising out of the transaction of business in this state.

417.210. 1. Every person, general partnership, corporation, or other business organization who engages in business in this state under a fictitious name or under any name other than the true name of such person, general partnership, corporation, or other business [organization] entity shall, within five days after the beginning or engaging in business

under such fictitious name[, execute the form] shall file in a format as prescribed by the secretary of state. The execution of the filing required in this section, and shall be subject to the penalties of making a false declaration pursuant to section 575.060, RSMo, that the facts stated therein are true and that all parties concerned are duly authorized to execute such document and are otherwise required to file such document pursuant to this section [upon fictitious name forms furnished by the secretary of state, such partnership or other fictitious name in the office of the secretary of state, together with the name or names and the residence of each and every person, partnership, corporation, or other business organization interested in or owning any part of the business; provided, that if the interest of any owner shall cease to exist, or any other person, partnership, corporation, or other entity shall become an owner, such fictitious name shall be reregistered within five days after any such change shall take place in the ownership of the business or any part thereof as set forth in the original registration, and such reregistration shall in all respects be made as in the case of an original registration of such fictitious name; provided, that the provisions of this section shall not apply to farmers' mutual insurance companies nor farmers' mutual telephone companies].

2. A fictitious name shall not contain any word or phrase that indicates or implies that it is any governmental agency or

that is seriously misleading.

3. This registration shall state:

(a) The fictitious name;

(b) The physical business address;

(c) The name or names and the residence or business address of every party owning any interest or part in the business.

4. If the business or owner or owners interest ceases to exist or change within five days of such change, it shall be required to file a cancellation of the fictitious name in a format prescribed by the secretary of state and if desired may file a new registration of a new fictitious name as prescribed in this section.

5. If the interest of any owner of a business conducted under a fictitious name registered as provided in this section is such that such owner may claim not to be jointly and severally liable to third parties with respect to debts and obligations incurred by such business, the registration relating to such business shall reflect the respective exact ownership interests of each owner of such business. In the case of any other business registered as provided in this section, disclosure of the respective exact ownership interests shall be optional.

[3.] 6. For purposes of this section, a partnership or other entity formed for the practice of a licensed profession shall not be deemed to be engaged in the conduct of business, notwithstanding the transaction by such entity of business

ancillary to the practice of such licensed profession.

7. All fictitious name registrations filed on or after the effective date of this section shall be governed by the provisions of this section and shall remain active on the record of the secretary of state for a period of five years. Such registered fictitious name filing shall expire at the end of the five-year period unless a renewal is filed under subsection 9 of this section.

8. All active fictitious name registrations filed prior to the effective date of this section shall remain active on the record of the secretary of state for a period of five years. Such registered fictitious name filing shall expire at the end of the five-year period unless a renewal is filed under subsection 9 of this section.

9. A renewal filing shall be filed in a format prescribed by the secretary of state within six months prior to the expiration date of the fictitious name registration. Such renewal filing shall state:

(a) The fictitious name and assigned charter number;
(b) The physical business address;
(c) The name or names and the residence or business address of every party owning any interest or part in the business.

10. A renewal filing continues the effective registration of the fictitious name for five years after the date the effective registration would otherwise expire.

11. Fictitious name registrations filed before the effective date of this section shall be inactivated by the secretary of state on or after August 28, 2009, unless a renewal filing is filed under subsection 9 of this section.

12. The secretary of state may remove from its active records the registration of a fictitious name filing whose registration has been withdrawn, cancelled, or has expired.

417.217. Foreign [corporations] business entities which [act as a general partner of any general or limited partnership] have any owning interest or part in this business may be required to register [under this act or which are interested in or own any part of any other business required to register hereunder shall] with the secretary of state as prescribed. The foreign business entity may be required to first obtain a certificate of authority [pursuant to subsection 1 of section 351.572, RSMo, unless exempted by subsection 2 of section 351.572, RSMo] unless otherwise exempt by Missouri law.

417.220. For the registration or renewal of each fictitious name [as in] under sections 417.200 to 417.230 [required,] there shall be paid to the state director of revenue a fee of two dollars if filed electronically in a format prescribed by the secretary of state or if filed in a written format prescribed by the secretary of state.

[347.159. If any statement in the application for registration of a foreign limited liability company was erroneous when

made or any arrangements or other facts described have changed, making the application inaccurate in any respect, a foreign limited liability company shall promptly file with the secretary a certificate of correction setting forth the information required by section 347.055 correcting such statement, signed and acknowledged on its behalf by a manager, member or other authorized agent.】

【417.215. Every limited partnership which shall engage in business in this state prior to January 1, 1987, shall, within five days after beginning or engaging in business, register by verified statement of a general partner who is empowered to act on behalf of the limited partnership, upon blanks furnished by the secretary of state, the name and address of the limited partnership, the names and addresses of all general partners, the county and the state in which the limited partnership certificate is filed, and the book and page number where such certificate may be found, in the office of the secretary of state; provided, that if an amendment to such certificate reflecting the admission or withdrawal of any general partner in such limited partnership is filed with the appropriate recorder of deeds or other filing authority, the secretary of state shall be informed of such filing, including the book and page number of such amended certificate, in the manner required in a new registration.】